



January 21, 2014

Mr. Don West
Environmental Management Support, Inc.
8601 Georgia Avenue, Suite 500
Silver Spring, MD 20910
Phone (301) 589-5318

Dear Mr. West:

The Port of Greater Cincinnati Development Authority (Port Authority), together with the City of Cincinnati and Hamilton County, Ohio, is submitting a Coalition Assessment Grant application for \$600,000. Funds will be used to support environmental assessment and redevelopment of brownfield properties in the industrial South Mill Creek Corridor (SMCC), a place-based development strategy recommended by the Growth and Opportunities (GO) Cincinnati Study. The long term strategy is to re-industrialize and modernize approximately 250 acres within this centrally-located multi-modal transportation hub.

Since the 1800s, the SMCC has been the most industrially-concentrated area in the City of Cincinnati and Hamilton County. Influenced by river and rail, trade in this corridor has consisted of heavy manufacturing, slaughterhouses, and distilleries among other uses. Infrastructure and real estate assets in the SMCC continue to decline in recent decades, falling further behind in the modernization of advanced manufacturing. The SMCC has experienced significant economic decline in the last 5 to 7 years, including the loss of approximately 1,300 jobs. This concentrated loss of major employment centers contributed significantly to the already declining socio-economic trends; the most notable impacts being unemployment, poverty, and lower life expectancy.

Today, the SMCC is limited by inefficient transportation, fragmented parcels, aged buildings, and contaminated sites. According to recent Hamilton County Land Reutilization Corporation (Landbank) data, there are more than 1,200 tax delinquent parcels in the corridor. Grant funds will be used to assess key parcels for strategic acquisition. Many of these parcels are considered/suspected brownfield sites that will need assessment and remediation.

The redevelopment of the corridor is governed by the GO Cincinnati Study. Adopted in 2009 by the City of Cincinnati, this economic development study specifically targets the SMCC as a geographic area having the greatest potential for growth of business and jobs in the advanced manufacturing sector.

This re-industrialization strategy is supported, in part, by a 2013 Cargo Market Assessment and Economic Impact Study commissioned to evaluate freight flow movement and market opportunities. This study identified beneficiary relationships between target cargo markets and transportation networks that would spur job creation and grow companies, allowing manufacturers to develop attractive intra-regional supply chains. The study concluded that the freight manufacturing nexus of the SMCC would greatly benefit from improved rail and Ohio River logistics connectivity.

The Port Authority estimates that this re-industrialization effort will require \$250 million in public-private investment. To support this long term re-industrialization, early stages of a funding campaign are underway that include: foundations, private investment, public financing, and other sources. To date, approximately \$750,000 has been identified, including a recently awarded \$45,000 grant from Duke Energy to evaluate economic loss and aged infrastructure in the SMCC. Additionally, the City of Cincinnati has committed \$21.5 million through 2017 for GO Cincinnati projects lead by the Port Authority. The Coalition will also work with the Landbank to identify tax delinquent parcels available for acquisition via the tax foreclosure process. Early estimates suggest that \$374,450 will be required per acre, for assessment, acquisition, demolition, remediation, and infrastructure.

The assessment of key properties will aid in the transformation of the SMCC, increasing the region's competitive advantage to attract targeted industries, create new jobs, and grow existing businesses.

Grant applicant information:

- a. Applicant Identification: Port of Greater Cincinnati Development Authority,
299 E. 6th Street, Suite 2A, Cincinnati, Ohio 45202
- b. DUNS Number: 126736672
- c. Funding Requested:
 - i. Grant type: Assessment
 - ii. Amount: \$600,000
 - iii. Contamination: Hazardous Substance - \$450,000; Petroleum - \$150,000
 - iv. Community-wide
- d. Location: Hamilton County, Ohio
- e. Application is not property-specific
- f. Contacts:

Project Director: Ms. Melissa Johnson Director of Real Estate & Logistics 299 E. 6 th Street, Suite 2A Cincinnati, Ohio 45202 Ph: (513) 621-3000 Fax: (513) 621-1080 Email: mjohnson@cincinnatiport.org	Chief Executive: Ms. Laura Brunner President 299 E. 6 th Street, Suite 2A Cincinnati, Ohio 45202 Phone: (513) 621-3000 Fax: (513) 621-1080 Email: lbrunner@cincinnatiport.org
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- g. Date Submitted: January 22, 2014
- h. Project Period: Three years
- i. Population: 802,038
- j. Other Factors: Attached

Sincerely,



Laura N. Brunner
President/CEO

cc: Linda Mangrum, EPA Region 5
Kelley Moore, EPA Region 5

1. Community Need

1.a.i. Targeted Community Description

Revitalizing the South Mill Creek Corridor (SMCC) is a priority of the Coalition of the Port of Greater Cincinnati Development Authority, Hamilton County, and the City of Cincinnati. Since the 1800s, the SMCC has been the most industrially-concentrated area within the city and county. Influenced by river and rail, trade in this corridor consisted of heavy manufacturing, slaughterhouses, tanners, steel fabricating, and metal plating industries.

Like many communities that grew out of the industrial era, properties available for redevelopment have been stifled by their environmental legacy. Infrastructure and real property assets are deteriorating, falling further behind in the modernization of advanced manufacturing. According to a recent New York Times (Dec. 2013) article, "to the north of downtown (Cincinnati), away from the Ohio River, is a rot of abandoned buildings."

The SMCC has experienced significant economic disruption in the last 5 to 7 years. Documented manufacturing plant closures include as many as 1,300 jobs across 50 acres of former plants or distribution facilities within each Coalition member's jurisdiction.

Select South Mill Creek Corridor Plant Closures or Relocations

Company	Number of Jobs	Acres
Sara Lee Kahn's - <i>former meat packaging facility</i>	350	17
Cincinnati Enquirer - <i>former printing facility</i>	250	6
Hostess - <i>former bakery and distribution facility</i>	140	7
Paycor/Holiday Office Park - <i>payroll processing</i>	500	11
Ryerson and Sons Steel - <i>former aluminum distributor</i>	80	7

This concentrated loss of major employment centers contributed significantly to the already declining socio-economic trends; most notably, unemployment, and poverty. In the SMCC communities of Queensgate and Camp Washington, unemployment rates are three times the national average (see Table in 1.a.ii). The SMCC is littered with abandoned industrial buildings and homes. The Hamilton County Landbank identifies 1,200 tax delinquent parcels in the area, many of them suspected brownfields that need assessment, possibly remediation.

1.a.ii. Demographic Information (Source: 2008-2012 American Community Survey)

	Queensgate	Camp Washington	City of Cincinnati	Hamilton County	National Average
Total Population	1,277	1,431	297,314	802,038	316,148,990
% White	67.47%	64.78%	50.55%	69.09%	73.90%
% Black/African American	30.12%	17.96%	44.06%	25.81%	12.62%
Median Household Income	\$14,861	\$27,686	\$33,708	\$46,837	\$51,371
% Below Poverty Level	54.85%	44.40%	29.40%	19.80%	15.90%
% Unemployment	30.59%	23.50%	12.00%	9.30%	9.40%
% Owner-Occupied Housing	16.70%	20.59%	40.46%	58.19%	63.91%
% Vacant Housing	39.25%	33.79%	21.10%	12.76%	12.44%

1.a.iii. Brownfields

The Coalition estimates that the SMCC contains approximately 500 acres of vacant property. At least 31 different sites are strongly suspected of having contamination that threatens water quality and possibly presents vapor intrusion issues. The table below represents a selection of brownfield sites in the SMCC and within each Coalition member's jurisdiction.

Site	Possible Contaminants	Exposure Pathways	Potential Health Effects
Lunkenheimer Valves	Chlorinated & petroleum solvents, oils, chromium (plating), metals	Direct contact, vapor and airborne particulate inhalation	Neurological toxicity, hemotoxicity, anemia, leukopenia, leukemia and other cancers. Nerve damage, liver and kidney damage. Cyanide poses acute toxicity to cardiovascular, respiratory, and central nervous systems.
Crosley Radio Building and Aviation Plant	Solvents, petroleum products, coal, metals		
Former CSX Railyard	Petroleum compounds, metals, cyanide		
Ryerson and Sons Steel	Petroleum compounds, metals, cyanide		
Former Cincinnati Enquirer Printing Plant	Solvents, metals		

1.a.iv. Cumulative Environmental Issues

The SMCC is located along I-75, which contributes a significant amount of automobile pollution daily. An EPA-funded air monitoring and risk assessment found the carcinogenic risk to residential receptors along I-75 was 10^{-3} to 10^{-4} versus the commonly accepted value of 10^{-6} . Per the State's petroleum leaking underground storage tank (LUST) database, the area is also plagued by hundreds of LUSTs that may contribute to vapor intrusion risks and groundwater issues. These cumulative risks contribute to reduced life expectancy and cancer rates in the SMCC as discussed in Section 1b.

1.b. Impacts on Target Community

The majority of the County's population, including minorities and sensitive populations, reside in urban areas. In the heavily-impacted SMCC, 55% of residents are below the poverty level. This is nearly three times the national average (see Table in 1.a.ii). The physical proximity and increased access to innumerable brownfields, coupled with poor nutrition and decreased access to healthcare puts these sensitive populations at higher risk of detrimental health effects.

Infant mortality rates in the SMCC are shockingly high – with rates at 19.2 and 20.1 deaths per 1,000 born (Cincinnati Health Department 2012), nearly three times the national rate (Cincinnati CityBeat 2012) presenting an environmental justice issue for the Coalition. The following table shows the disproportionate health impact on the target community.

Community	Average Life Expectancy ¹	Lung Cancer Rates ³	Prostate Cancer Rate ³
South Mill Creek communities	68.4	105.7 – 399.7	114.6 – 583.0
Surrounding Communities	75.15	71.2 – 399.7	25.3 – 194.9
Cincinnati Average	76.7	79.8	159.5
Ohio Average ²	77.5	75.0	145.7
United States Average ²	78.6	63.9	163.0
¹ Cincinnati Health Department, (2013), ² Measures of America, (2011), ³ Ohio Department of Health, (2008)			

1.c. Financial Need

1.c.i. Economic Conditions

Over the past 7 years, the SMCC has experienced extensive economic decline with recent plant closures resulting in the loss of 1,300 jobs. The City of Cincinnati and Hamilton County are acutely impacted by job losses and deteriorating real estate revenue; each experiencing budget deficits of \$34million and \$20million respectively (Cincinnati Business Courier and Cincinnati Enquirer). In 2013, the City of Cincinnati lost approximately \$22.2million in State assistance due to recent cuts of the government support fund and the estate tax (Cincinnati Enquirer 2012).

Compounding the situation, the Children's Defense Fund recently ranked Cincinnati second in the nation for child poverty, behind Detroit, with 53% of children living in poverty (New York Times, Dec. 2013). According to local demographics, of the SMCC population, 97% of children receive subsidized school lunches.

Additionally, the City of Cincinnati is designated a Priority Investment Area (PIA) by the State of Ohio for having met Inner City Distress criteria. The census tracts comprising the SMCC also qualify as "Distressed" by the Community Development Financial Institute (CDFI) Fund.

1.c.ii. Economic Effects of Brownfields

An analysis of brownfield redevelopment projects by the Port Authority reveals that brownfield sites require approximately 55% more investment over greenfield projects. On average, the redevelopment of a brownfield site costs \$374,450 per acre for acquisition, environmental site assessment, remediation, demolition, and infrastructure improvements (Port Authority, 2013). However, recent appraisals have set sale prices of public, shovel-ready industrial land at only \$60,000 to \$80,000 per acre (City of Cincinnati Department of Trade and Development, 2014). This disparity increases the need for public subsidy in order to attract private investment. The Port Authority's long term re-industrialization strategy safeguards control and focus of the public subsidy to ensure maximized private participation.

2. Project Description and Feasibility of Success

2.a.i. Project Description

In an area limited by inefficient transportation, fragmented parcels, aged buildings, and contaminated sites, Coalition EPA assessment funds will be used to further the

modernization and logistic efficiencies of the SMCC, specifically to assess key parcels for strategic acquisition. The redevelopment of the SMCC is governed by the Growth and Opportunities (GO) Cincinnati Study. The City of Cincinnati and the Cincinnati USA Regional Chamber of Commerce collaborated with the Brookings Institute and national advisors on this economic development study, to identify key geographic areas as having the greatest potential for growth for business, jobs, and housing. The City of Cincinnati adopted this study in 2009 and in 2011 formally contracted with the Port Authority to implement the plan. To advance these recommendations, the Port Authority is leading the modernization of real estate and transportation assets. The transformation of the SMCC will increase the region's competitive advantage to attract targeted industries including advanced manufacturing, water technology cluster, polymers, and food processing.

The long term strategy of the GO Cincinnati Study and Coalition is to re-industrialize approximately 250 acres within these aged manufacturing neighborhoods. Benchmarking the Menomonee Valley project in Milwaukee, the re-industrialization "process" requires several stages of evaluation and execution including strategic parcel assembly and re-alignment of existing infrastructure. Many of SMCC parcels are suspected brownfield sites that will need assessment and remediation.

This redevelopment strategy is founded, in part, upon a Cargo Market Assessment and Economic Impact Study commissioned by the Port Authority in 2013 to evaluate freight flow movement and market opportunities. This study identified beneficiary relationships between target cargo markets and transportation networks that would spur job creation and grow companies, allowing manufacturers to develop attractive intra-regional supply chains. The study concluded that the freight manufacturing nexus of the SMCC would greatly benefit from improved rail and Ohio River logistics connectivity.

The SMCC is comprised of several smaller neighborhoods. The micro-communities of Queensgate and Camp Washington encompass approximately 1,200 acres; bound to the south by the Ohio River, to the west by one of CSX's largest classification rail yards, to the east by I-75, and to the north by I-74. Today the SMCC is characterized by vacant and underutilized parcels – more than 1,200 tax delinquent parcels, according to recent Landbank data, there are in the communities of the SMCC.

This re-industrialization strategy complements the ongoing work of the Greater Cincinnati Metropolitan Sewer District's (MSD) Project Groundwork Combined Sewer Overflow (CSO) project in the micro-community of South Fairmount (Lick Run). In partnership with EPA, MSD is working to reduce and eliminate the sewer overflows into local creeks and rivers by 624million gallons annually. The Lick Run project is a series of underground storm sewers, water quality features, and natural aboveground waterways constructed throughout the watershed to transport storm water and natural runoff from the Mill Creek. The central element is an urban waterway that will run through the middle of South Fairmount, creating a sense of place and community in what was once a long strip of brownfields and underutilized land.

The Port Authority estimates that this re-industrialization effort will require \$250million in public-private investment. To date, the Port Authority has studied approximately 100 parcels in Queensgate; evaluating each parcel's occupancy, underutilization, tax delinquency, job generation, and real estate tax value. The majority of these parcels are highly underutilized and suspected of contamination from past uses. Early demolition and remediation estimates suggest that approximately \$374,450 (Port Authority, 2013) will be required per acre, to maximize the redevelopment of each parcel.

The Port Authority was awarded a \$545,000 grant from Duke Energy in 2013, with a portion of these funds to be used to study historic economic loss and utility infrastructure in the SMCC. The Port Authority will evaluate age and capacity of utility systems, loss of population and industry, loss of jobs, lost income tax revenue, and decline of real estate tax values throughout the corridor. Additionally, the City of Cincinnati has committed, contingent on successful redevelopment projects, \$21.5million to the Port Authority to continue redevelopment and acquisition efforts through 2017.

2.a.ii. Project Management Approach

Capitalizing on the success of the prior (FY 2010) EPA Coalition Assessment Grant, the Coalition has well-documented experience in the process of assisting sites with EPA hazardous substance and petroleum funds. This demonstrates our readiness to proceed as the application documents, policies, consultant agreements, access agreements, eligibility determination templates, budget tracking, and invoicing process remain in place.

The Coalition will follow its established practices of securing qualified environmental consulting firms to implement this work. For the FY 2010 grant, the Coalition successfully solicited and retained five consulting firms with the minimum requirements of having a certified professional and extensive experience in the Ohio Voluntary Action Program (VAP) with established success in obtaining Covenants Not to Sue.

If awarded, funds will be used to conduct ASTM and/or VAP Phase I and/or Phase II environmental site assessments (ESA) on properties determined to be catalytic and strategic for acquisition and redevelopment. Prior to conducting a Phase II ESA, a Quality Assurance Project Plan (QAPP), Sampling and Analysis Plan (SAP), and Health and Safety Plan (HASp) will be submitted to EPA for review. Upon approval, the Phase II ESA will be conducted. Upon completion of assessment activities, appropriate remedial action and environmental design strategies may be necessary to ensure safe, future use of the site.

2.a.ii.i Project Site Selection

Sites will be prioritized based on a number of factors including those that yield the greatest economic opportunity and present the maximum ability to assemble larger parcels. Sites considered key anchors to future development may include the former Hudepohl Brewery and adjacent 5th Street Lofts, former Hamilton County Jail, former Cincinnati Enquirer Printing facility, former Crosley building, and former Ryerson and Sons Steel building.

Relative to site selection, the Port Authority has identified approximately 1,200 tax-delinquent parcels in SMCC. Certified, vacant, tax delinquent parcels may be acquired by

the Landbank. The Landbank also has the tools to work with municipalities and property owners to repair or stabilize hazardous conditions. For further assemblage of parcels, the Port Authority is represented by an industrial real estate broker focused in the SMCC market.

2.b. Task Description and Budget Table

The Coalition is committed to maximizing the use of grant funds for site investigation and cleanup planning. As such, the Coalition and Key Organizations supporting the revitalization of the SMCC will provide in-kind support services for administrative costs. The Coalition and Key Organizations will provide staff and resources (e.g., meeting rooms, educational materials, etc.) needed for public notices, information sessions, hearings, updates to the Port Authority, City, and County websites, and oversee the financial transactions associated with Assessment grant activities. The environmental consultant(s) for the project will be expected to contribute some of the following in-kind services: monthly grant status reports, EPA QAPPs, attendance at periodic project meetings, and assisting the Coalition with carrying out the grant activities, including preparation of ACRES documents.

Task 1: Site Assessment

The Coalition anticipates site assessment contractual costs of approximately \$539,500. These costs are based on conducting approximately ten (10) Hazardous Substance Phase I ESAs and four (4) Petroleum Phase I ESAs at an average cost of \$5,300 each. It also includes eight (8) Hazardous Substance Phase II ESAs and three (3) Petroleum Phase II ESAs at an average cost of \$42,300 each. Costs provided are based upon average cost of reports from the prior FY2010 EPA Brownfield Assessment Coalition Grant. Of the \$539,500 allocated for assessments, \$465,300, or 86%, will be used for Phase II ESAs.

Task 2: Cleanup Planning

The Coalition anticipates site assessment cleanup planning costs of approximately \$60,500. Depending upon the nature, complexity, and need for remediation, the Coalition intends to prepare Cleanup Plans for approximately eight(8) properties contaminated with hazardous substances, and for approximately three(3) properties contaminated with petroleum at an average cost of \$5,500. The "Contractual" budget line item includes the cost of paying the environmental consultant(s) to prepare these plans.

Task 3: Programmatic Costs

The Coalition and Key Organizations will provide in-kind resources associated with the all of programmatic costs, including documenting the brownfield site selection process, coordinating and conducting operational meetings, and ensuring compliance with grant reporting and recordkeeping. The costs for these activities include \$12,500 in consultant(s) support. An estimated \$24,750 in Coalition staff time will be contributed in-kind as needed.

Task 4: Community Outreach

The Coalition and Key Organizations will provide community outreach efforts as in-kind. The Coalition's consultant(s) will provide staff labor, estimated to be \$2,500 in value,

needed to conduct environmental outreach meetings, draft press releases, and other community outreach activities. Costs will also include in-kind Coalition and Key Organizations staff time of \$15,000 for coordinating and conducting community involvement outreach programs and meetings, travel to community outreach events, and the for costs of preparing, printing, and mailing project information and marketing pamphlets, documents, etc.

Task 5: Site Inventory and Selection

The Coalition and Key Organizations will provide in-kind labor, estimated at \$15,000 to \$22,500, for identifying and cataloging sites, collecting and evaluating site information, and implementing the site prioritization scheme. This includes estimated funds expended in partnership with the Landbank, and engagement with the Port Authority's industrial real estate broker.

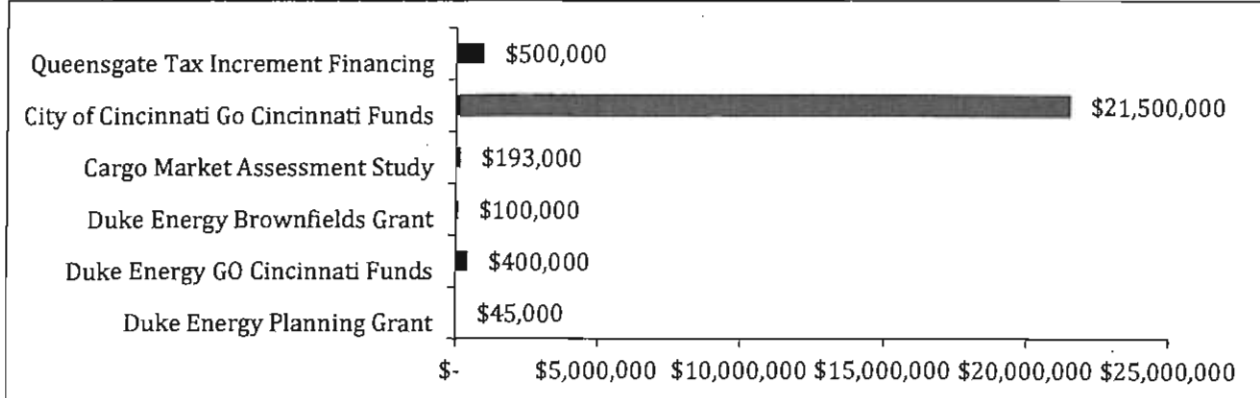
Proposed Budget - Hazardous Substance Project Tasks			
Category	Task 1 Site Assessment	Task 2 Cleanup Planning	Total
Contractual	\$ 391,400	\$ 44,000	\$ 435,400
Total	\$ 391,400	\$ 44,000	\$ 435,400
Proposed Budget - Petroleum Project Tasks			
Category	Task 1 Site Assessment	Task 2 Cleanup Planning	Total
Contractual	\$ 148,100	\$ 16,500	\$ 164,600
Total	\$ 148,100	\$ 16,500	\$ 164,600

It is anticipated that all contractual costs will be supported through grant funds, while the Coalition and Key Organizations will provide programmatic support and costs as in-kind.

2.c. Ability to Leverage

This grant will supplement the estimated \$250million required to support the long term re-industrialization of the SMCC. Early stages of a funding campaign are underway that includes: foundations, private investment, public financing, and other sources. The re-industrialization of the SMCC requires funds for environmental due diligence and remediation, demolition, utility upgrades, transportation improvements, and new logistics efficiencies. EPA funds will be used to leverage additional public and private dollars. To date, approximately \$22.7million has been identified. Documentation for all leveraged funds is attached as required. Of these funds, the City of Cincinnati has committed \$21.5million through 2017 for GO Cincinnati projects led by the Port Authority, contingent on the Port Authority's ability to successfully deliver redevelopment projects. Private utility company Duke Energy, has provided \$545,000 to the Port Authority for brownfield-related projects. The Port Authority will also leverage its relationship with the Landbank to identify tax-delinquent parcels available for acquisition via the tax foreclosure process.

Table of Leveraged Funds



The following funding sources may also be evaluated to ensure the successful revitalization of brownfield sites assessed with Assessment grant funds:

- Community Reinvestment Act (CRA) Loan Funds and Tax Abatements
- U.S. Department of HUD Sustainable Communities Regional Planning Grants
- U.S. Department of Transportation Congestion Mitigation and Air Quality Grants
- Ohio Brownfield Fund
- Ohio EPA Targeted Brownfield Assessments
- Ohio EPA Technical Assistance for the Voluntary Action Program (VAP)
- JobsOhio Revitalization Fund (formerly the Clean Ohio Fund)

3.0 Community Engagement and Partnerships

3.a. Plan for Involving Targeted Community & Other Stakeholders; and Communicating Project Progress

The re-industrialization strategy for the SMCC requires broad engagement with community stakeholders, business leaders, real estate investors, and the general public. The significant community input process for the GO Cincinnati Study provided residents and organizations with direct participation in setting goals and recommendations for the GO Cincinnati neighborhoods, including the SMCC.

To date, the Coalition has identified approximately 30 independent stakeholders for early engagement for the re-industrialization project. Stakeholders range from large private employers to key business and community organizations. Early and meaningful engagement will be critical to the success of the overall project. Discussions with each of these stakeholders are slated for the first quarter of 2014 to assess needs, long-term goals, and impact the re-industrialization will have on organizations, surrounding property owners, and residents.

The Coalition will seek input and provide project information primarily through business associations and other civic organization monthly meetings, including the Camp Washington Business Association and the Queensgate Business Alliance. Other partners include OKI Regional Council of Governments and the Cincinnati USA Partnership.

In December 2013, the Port Authority engaged with a local investment bank to begin exploring appropriate funding mechanisms for the SMCC. This support is intended to advise the Port Authority on strategic partnerships with the lending community and best approaches for engagement in this process.

The Coalition will work collaboratively with stakeholders and Key Organizations in:

- **Project Planning:** Following the grant award, the Coalition will announce the award to the community through press releases to local media, Coalition member websites, and notices to local community organizations and project partners. The Coalition will also engage with community partners to provide updated information in public forums and speaking engagements.
- **Site Selection for Assessments:** The Coalition will use the expertise of local lenders, brokers, and real estate developers to prioritize sites based on their economic feasibility and environmental impact. This method of site selection will help ensure that selected sites will not just be assessed, but will have support for their cleanup and reuse.
- **Cleanup Decisions:** Upon completion of a Phase II, the Coalition will assemble project teams consisting of an environmental consultant, developer, property owner and/or business owner, and a remediation contractor to make cleanup decisions.
- **Reuse Planning:** The Coalition will partner with regional and local economic development organizations to attract new light industrial companies with a focus on advanced manufacturing, polymer production, and food processing.

3.b. Partnerships with Government Agencies

The Port Authority is the direct result of a collaborative effort between Hamilton County and the City of Cincinnati to create a regional economic development authority, as recommended by the GO Cincinnati study. As such, the Coalition members are well positioned to leverage internal and external relationships with other government and regulatory partners. The following table describes roles of the regulatory agencies:

Agency	Role
City of Cincinnati Board of Health	Enforcement agency; identify potential sites; help identify/verify off-site health threats and protect local population
Hamilton County Public Health Department	Enforcement agency; identify potential sites; help identify/verify off-site health threats and protect local population
Ohio Environmental Protection Agency	Provide the primary regulations for conducting assessments, technical review and oversight of SAPs; establish cleanup criteria through the VAP
U.S. Environmental Protection Agency	Grantor/funder; provide review and oversight of SAPs for each assessment

The Coalition will also engage other governmental entities to ensure compliance and support. Comprised of the local municipality and County, the Coalition represents the other local governmental agencies and will be intimately involved in project planning,

selection, and implementation process. At the state level, Coalition members work closely with the JobsOhio, Ohio Development Services Agency and the Ohio Department of Transportation to leverage funds for the remediation and redevelopment of sites. The Coalition has a proven relationship with many federal agencies. As part of the Partnership for Sustainable Communities, the City of Cincinnati received recognition and a \$2.4million challenge grant for interagency collaboration between HUD, DOT, and EPA.

3.c. Partnerships with Community Organizations

The Coalition has an extensive network with governmental and non-governmental partners to implement this grant. The following table briefly describes each key organization, their role(s), and a summary of their in-kind services:

Coalition Name	Organization Type	Approximate Hours of In-Kind Service per Month			
		Project Planning	Site Selection	Cleanup Decisions	Reuse Planning
Port of Greater Cincinnati Development Authority	Ohio Port Authority	20	10	10	20
City of Cincinnati, Ohio	Ohio Municipal Government	20	10		20
Hamilton County, Ohio	Ohio County Government	5	10		5
Key Organization Name					
Camp Washington Business Association	Local Business Organization	2	1		1
Cincinnati Board of Health	Ohio Municipal Government	3	2		
Cincinnati USA Partnership	Local Business Organization	2	1		2
Hamilton County Land Reutilization Corporation	Ohio Landbank	1	3		
Hamilton County Public Health Department	Ohio County Government	1	2		
Metropolitan Sewer District of Greater Cincinnati	Ohio Utility	3			2
Ohio-Kentucky-Indiana Regional Council of Governments	Regional Intergovernmental Organization	2			
Queensgate Business Alliance	Local Business Organization	2	1		1
Total		61	40	10	51

4.0 Project Benefits

Coalition members share in the vision to modernize the SMCC. The goal of this re-industrialization project is to create jobs, attract a broad and balanced composition of industry, and increase logistics and supply chain efficiencies. This focus will yield not only environmental benefits, but economic benefits, and introduce sustainable practices into the most heavily industrialized corridor in the region. Clustering freight and manufacturing fosters specialization and the growth of smaller companies, allowing greater speed-to-market and production efficiency. As a result, this process will improve the quality of life for residents, eliminate blight, and transform underutilized properties.

4.a Health, Welfare and Environment

The Coalition is committed to ensuring that public health and welfare issues are addressed in brownfield redevelopment activities. Cleanup and redevelopment of these sites will greatly reduce current threats to citizens living and working in the SMCC. The

redevelopment outcomes of the SMCC re-industrialization will coincide with the guiding Livability Principles of increasing economic competitiveness, leveraging federal investment, and valuing and supporting the community and its neighborhoods.

The re-industrialization of the SMCC complements the ongoing efforts of MSD and the EPA to correct these issues and foster an environment of improved health and welfare.

The Mill Creek watershed, generally acknowledged as one of Ohio's most polluted channels, flows through the SMCC, presenting a disproportionate threat to the area's highest concentrations of underprivileged residents. Brownfield redevelopment will lead to mitigation of nonpoint pollution sources and illicit discharges, improving water and sediment quality in the Mill Creek watershed.

4.b Environmental Benefits from Infrastructure Reuse / Sustainable Reuse

In 2012, the City of Cincinnati adopted *Plan Cincinnati*; a comprehensive long-range planning document that serves as guiding principles to manage growth, protect the environment and influence future development within the city. *Plan Cincinnati* and its recommendations support all six of the HUD/DOT/EPA Livability Principles. To support these Livability Principles, the City of Cincinnati received \$2.4million Community Challenge Planning Grant from the U.S. Office of Sustainable Communities (HUD/DOT/EPA) in 2010. This grant funded and developed a Land Development Code and streamlined permitting processes. Learning from this collaboration, the modernization of the SMCC will include the development of a sustainability policy, in partnership with the City of Cincinnati and the Greater Cincinnati Energy Alliance, for future developments. 2013, the Port Authority implemented the Property Assessed Clean Energy (PACE) program in an effort to promote, and make affordable, the benefits of energy efficiency. PACE is a tool to finance energy efficiency and renewable energy investments through voluntary tax assessments for commercial and industrial building owners.

The Coalition also strongly encourages green remediation practices through the recycling and reuse of demolition debris; utilizing EPA best practices in demolition debris management and LEED certification for new construction. The Coalition regularly manages deconstruction and salvage strategies for the demolition of structures. Past projects have resulted in the 80,661 tons of recycled contaminated soil, 164,231 tons of recycled concrete, and 1,724,034 tons of recycled metal. These strategies will continue to be used as part of this re-industrialization effort.

Additionally, the Coalition is working closely with the MSD on sustainable storm water management practices in brownfield redevelopment planning, when innovative approaches are more easily incorporated into site designs. MSD is incorporating both gray and green infrastructure to meet its CSO management needs in a more sustainable way. This community-based effort demonstrates that sustainable infrastructure approaches to achieving CSO solutions can provide multiple social, environmental, and economic benefits.

4.c Economic Benefits

The Coalition's re-industrialization strategy will provide significant economic benefit ranging from an investment of approximately \$250million in real estate redevelopment,

the support of new business growth, and the increase in our property and earnings tax base. The SMCC legacy of heavy manufacturing has resulted in a supply of underutilized and potentially contaminated sites. The private industrial real estate market is not able to address the ongoing decline through investment that results in true catalytic change. Faced with mounting environmental obstacles, meaningful private investment remains absent. In response to this stagnation, the Port Authority has evaluated nearly 100 parcels in the SMCC to determine strategic acquisition that will be most impactful in short- and long-term strategies. By restoring and controlling contaminated sites, the Port Authority will de-risk commercially viable property while protecting the general public and sensitive populations from environmental exposure.

In the Coalition's commitment to modernize this corridor, several redevelopment target categories have been established including 1) new job creation or retention/acre, 2) increased utility consumption, 3) targeted family wage minimums for new development, 4) required sustainably practices on new development, and 5) enhanced efficient, green freight transportation alternatives.

The Coalition has identified three primary industries for redevelopment: advanced manufacturing, polymers, and food processing with average annual (engineering) salaries ranging from \$70,757-\$45,281.

5.0 Programmatic Capability and Past Performance

The Coalition has successfully managed multiple large federal and state brownfield grants as independent and partnered entities, including the EPA Coalition Assessment Grant (FY 2010). This successful grant award leveraged \$73.2million in brownfield redevelopment investment, resulting in the creation of 130 new jobs and the retention of 123 jobs.

5.a Programmatic Capability

Lead Organization: As the grant recipient, the Port Authority will again take the lead in implementing and managing the Coalition's Assessment grant. The Project Manager will be Melissa Johnson, Director of Real Estate and Logistics at the Port Authority. Ms. Johnson, Project Manager of the FY 2010 Assessment grant, has more than 16 years' experience managing assessment, cleanup, and redevelopment projects; ensuring contract compliance; and negotiating cooperative agreements. She has managed over \$16million in state and federal grant funds related to environmental remediation and demolition including five EPA assessment, job training, and revolving loan fund grants. She has actively supervised over 1.5million square feet of demolition and remediation projects and is primarily responsible for implementing the long-term strategic modernization of the SMCC.

Coalition Members: The Port Authority will be supported by Coalition members from Hamilton County and the City of Cincinnati. This project team brings diverse experience in brownfield redevelopment and community engagement.

- *Dan Ferguson* is a Senior Economic Development Specialist for the Hamilton County Development Corporation. Mr. Ferguson has 13 years' experience guiding

development goals and strategies, and implementing broad community engagement practices for industrial communities in Hamilton County.

- *Diana Christy*, an Environmental Compliance Specialist for the City of Cincinnati, is dedicated full-time to managing brownfield redevelopment and environmental compliance for the city's Office of Environment & Sustainability. A licensed attorney, Ms. Christy practiced environmental law for 10 years prior to joining the City of Cincinnati.
- *Samuel J. Stephens* is a Senior Development Officer for the City of Cincinnati's Department of Trade & Development, focused in the South Mill Creek Corridor. Mr. Stephens has overseen the assessment and cleanup of approximately 116 acres of brownfield sites in his 11-year tenure.

The Coalition will work to fulfill key project roles, including project planning, site selection, cleanup decisions, reuse planning, and grant administration and report requirements. The Port Authority will oversee this grant management team of established professionals in place during the entire grant period. In the event of loss of the project manager, the Port Authority will rely on the ready availability of an experienced project manager on staff including the Port Authority's vice president of real estate development and vice president of public finance, Coalition support, and experienced environmental consultant(s).

Based on previous grant management experience, the Coalition is qualified to take on the responsibilities associated with the Assessment Grant, including the completion and submittal of a Cooperative Agreement and Work Plan, enrollment in the Automated Standard Application for Payments system, and submittal of progress reports to the EPA project officer.

Coalition members will use their knowledge, experience, and successes with federal and non-federal assistance agreements to effectively manage the Assessment Grant. The Coalition members have managed over \$18 million in federal and non-federal grant funds in the last five years alone. The Port Authority has successfully invested \$10.5 million in targeted GO Cincinnati neighborhoods as part of a multi-year development services agreement with the City of Cincinnati.

The Coalition understands that additional technical expertise and resources will be needed to effectively perform the project. The Coalition will retain qualified environmental consultants through a qualifications-based bid process. Consultants will be evaluated on their experience with the following: Ohio environmental laws, regulations, and Ohio EPA requirements and policies, environmental due diligence, transactions of environmentally-impaired property, ESAs, understanding the assessment grant process, preparation of QAPPs, brownfield redevelopment and financing, and community outreach activities.

5.b Audit Findings

The Port Authority and Hamilton County have received no adverse audit findings from an OMB Circular A-133 audit, an audit conducted by a federal, state, tribal, or local

government inspector, or similar organization in the last 5 years. The City of Cincinnati received 4 audit findings in an OMB Circular A-133 audit for the year ending December 31, 2012. Despite these findings, the audit concluded that the City of Cincinnati complied, in all material respects, with requirements of its major federal programs. The FY 2010 EPA Assessment Grant was audited by an independent firm in 2013, who issued an unqualified opinion of compliance. There were no audit findings.

5.c Past Performance and Accomplishments

i. The Port Authority and the City of Cincinnati have received and/or successfully managed several prior EPA Brownfield Grants: Hazardous Substance and Petroleum Brownfield Assessment Coalition Grant (FY 2010), Brownfield Demonstration Assessment Pilot Grant (1995), and 3 Brownfield Job Training Grants (2002-2004, 2004-2006, and 2007-2009). A summary of the performance under these grants is provided below.

i.a. FY 2010 U.S. Environmental Protection Agency Brownfield Assessment Grant: The Coalition received an EPA Hazardous Substance and Petroleum Brownfield Assessment Coalition Grant in 2010, in the amount of \$1,000,000. The Port Authority served as the lead organization for implementation.

1. Compliance with Grant Requirements. In the FY 2010 grant, the Coalition developed a program to act as a catalyst for projects entering into the State of Ohio VAP to better position the sites for State funding. However, the report deliverables contained in the original work plan were developed using traditional ASTM reporting costs. Assessments using Ohio VAP protocols cost significantly more per site than ASTM assessments. A revised budget and Work Plan was developed to better align the anticipated number of assessments. The grant was administered consistent with the amended Work Plan.

Hazardous Substance	Target # of Reports	Completed # of Reports
<i>Phase I</i>	13	15
<i>Phase II</i>	14	14
Petroleum	Target # of Reports	Completed # of Reports
<i>Phase I</i>	8	7
<i>Phase II</i>	6	5

All quarterly reports and other required updates were filed in a timely manner. All properties were entered into ACRES. The grant program closed in July 2013 with an approximate balance of \$9,700 in petroleum funds. Requests for petroleum funds were not as prevalent countywide.

2. Accomplishments. The FY 2010 Assessment grant yielded several projects that leveraged additional public and private investment. Project accomplishments were added to ACRES. Highlights include:

- Mercer Commons: \$63million historic renovation and new mixed-use construction project, yielding 154 total residential units, 7,600 SF of commercial space, and a 340-space parking garage. (Assistance: Phase II hazardous substance ESA)
- Peter Cremer/Conrail (3345 River Road, Cincinnati, Ohio): \$3 to \$5million redevelopment of an eight acre former rail yard resulting in a new 40,000 SF LEED certified headquarters for Peter Cremer North America, LP (PCNA), creating 50 new jobs and retaining 123 jobs. (Assistance: Phase II hazardous substance ESA)
- Integra LifeSciences (4909 Charlemar Drive, Cincinnati, Ohio): \$3.3million expansion project to retain a growing life sciences company included the redevelopment of an adjacent former metal plating facility that had been subject to a EPA Removal Action. Nearly 80 new jobs were created. (Assistance: Phase I and Phase II hazardous substance ESA). The project was recognized by the Ohio Economic Development Association for partnership and ingenuity.

i.b. FY 1995 Brownfield Demonstration Assessment Pilot Grant: The Port Authority worked closely with the EPA to administer the City's Brownfield Demonstration Assessment Pilot grant activities.

1. Compliance with Grant Requirements. The Cooperative Agreement required Phase I and Phase II assessment activities be completed for the former Green Industries site and the Center Hill Landfill site. All work was successfully completed. The Port Authority consistently met all administrative and reporting requirements, and the grant was successfully closed.

2. Accomplishments.

Green Industries: The Port Authority was awarded a \$1.5million Clean Ohio Revitalization Fund grant for remediation. Cleanup was completed, a Covenant Not to Sue was received in 2005, and the site was redeveloped into an office/flex-space campus.

Center Hill Landfill: A \$350,000 Clean Ohio Fund grant to address environmental issues. Following remediation, property is being used by an adjoining business.

i.c. Brownfield Job Training Grants (2002-2004, 2004-2006, and 2007-2009): Brownfield Job Training Grants received by the City of Cincinnati have been very successful in the outreach, recruitment, training, and job placement of Hamilton County residents.

1. Compliance with Grant Requirements. The City of Cincinnati consistently met the requirements for quarterly reporting and submittal of final technical reports for each of the grants.
2. Accomplishments. The latest job training program exceeded targeted goals and objectives; in the final reporting cycle, 46 of the 57 participants were successfully placed in employment, an 81% placement rate. All training program graduates passed Ohio Department of Health examinations at a 100% passing rate.

ATTACHMENT 1

Threshold Documentation

THRESHOLD CRITERIA FOR ASSESSMENT GRANTS

Applicant Eligibility

Hamilton County, the City of Cincinnati, and the Port of Greater Cincinnati Development Authority (Port Authority) have reaffirmed their collaboration in brownfield redevelopment by submitting this application for a US EPA assessment grant as a coalition. The Port Authority will be the grant recipient. Both Hamilton County and the City of Cincinnati are general purpose units of local government, as defined in 40 CFR Part 31. The Port Authority is a government entity formed under Section 4582 of the Ohio Revised Code. The Port Authority was jointly created by Hamilton County and the City of Cincinnati in 2000 with brownfield redevelopment as one of its key missions. The "Amended and Restated Agreement for the Creation of a Port Authority" documents the Port Authority's eligibility and is included as Attachment A. Letters of participation from each member of the Coalition are included as Attachment B.

Letter from the State or Tribal Environmental Authority

As this application proposes to perform assessments of both hazardous substance and petroleum contamination, letters from both the Ohio Environmental Protection Agency (EPA) and the Bureau of Underground Storage Tank Regulations (BUSTR) supporting the coalition's application for federal assistance are included as Attachment C.

Community Involvement

The re-industrialization strategy for the SMCC requires broad engagement with community stakeholders, business leaders, real estate investors, and the general public. The significant community input process for the GO Cincinnati Study provided residents and organizations with direct participation in setting goals and recommendations for the GO Cincinnati neighborhoods, including the SMCC.

To date, the Coalition has identified approximately 30 independent stakeholders for early engagement for the re-industrialization project. Stakeholders range from large private employers to key business and community organizations. Early and meaningful engagement will be critical to the success of the overall project. Discussions with each of these stakeholders are slated for the first quarter of 2014 to assess needs, long-term goals, and impact the re-industrialization will have on organizations, surrounding property owners, and residents.

The Coalition will seek input and provide project information primarily through business associations and other civic organization monthly meetings, including the Camp Washington Business Association and the Queensgate Business Alliance. Other partners include OKI Regional Council of Governments and the Cincinnati USA Partnership.

In December 2013, the Port Authority engaged with a local investment bank to begin exploring appropriate funding mechanisms for the SMCC. This support is intended to advise the Port Authority on strategic partnerships with the lending community and best approaches for engagement in this process.

The Coalition will work collaboratively with stakeholders and Key Organizations in:

- *Project Planning:* Following the grant award, the Coalition will announce the award to the community through press releases to local media, Coalition member websites, and notices to local community organizations and project partners. The Coalition will also engage with community partners to provide updated information in public forums and speaking engagements.
- *Site Selection for Assessments:* The Coalition will use the expertise of local lenders, brokers, and real estate developers to prioritize sites based on their economic feasibility and environmental impact. This method of site selection will help ensure that selected sites will not just be assessed, but will have support for their cleanup and reuse.
- *Cleanup Decisions:* Upon completion of a Phase II, the Coalition will assemble project teams consisting of an environmental consultant, developer, property owner and/or business owner, and a remediation contractor to make cleanup decisions.
- *Reuse Planning:* The Coalition will partner with regional and local economic development organizations to attract new light industrial companies with a focus on advanced manufacturing, polymer production, and food processing.

Site Eligibility and Property Ownership Eligibility

The applicant is requesting a Coalition Assessment Grant which must be a community-wide proposal; therefore, site and property ownership eligibility criteria do not apply at this time.

ATTACHMENT 2

Letters of Support from State Authority



John R. Kasich, Governor
Mary Taylor, Lt. Governor
Craig W. Butler, Interim Director

January 9, 2014

U.S. Environmental Protection Agency, Region 5
Brownfields and Early Action Section
ATTN: Linda Mangrum and Kelley Moore
77 West Jackson Blvd.
Mail Code SM-7J
Chicago, IL 60604-3507

RE: Coalition of the Port of Greater Cincinnati Development Authority (Port Authority), the City of Cincinnati, and Hamilton County Community-Wide Assessment Grant Proposal

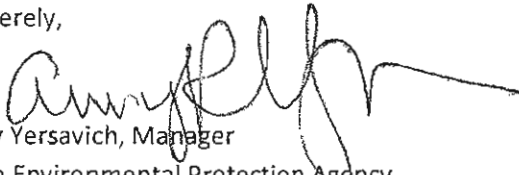
Dear Ms. Mangrum and Ms. Moore:

I am pleased to offer Ohio EPA's support for the Coalition of the Port of Greater Cincinnati Development Authority (Port Authority), the City of Cincinnati, and Hamilton County Community-Wide Assessment Grant proposal. We have worked with Ohio's Brownfield communities in the past and hope to be able to provide support to this Coalition under the Assessment, Cleanup and Revolving Loan Fund Grant program established by the Small Business Liability Relief and Brownfield Revitalization Act (P.L. 107-118).

The funding the Coalition is requesting will be used to complete Phase I and Phase II assessments and remedial planning at properties contaminated with petroleum and/or hazardous substances. The Coalition has not selected specific sites but will use the funding to target the GO Cincinnati (Growth and Opportunity Study) South Mill Creek (Queensgate and Camp Washington) industrial corridor. With the development of river and rail, trade in these corridors consisted of heavy manufacturing, meat packing, slaughterhouses, and distilleries. Infrastructure and real estate assets in this area has continued to decline; falling further behind in the modernization of advanced manufacturing and leading to high rates of unemployment in the area. If these funds are awarded they will be used to re-industrialize the South Mill Creek corridor, remove health and safety hazards, and act as a catalyst for additional redevelopment and reinvestment in the surrounding area.

We look forward to working with the Port of Greater Cincinnati Development Authority (Port Authority), the City of Cincinnati, and Hamilton County and U.S. EPA on this project. If you have any questions, please do not hesitate to contact me at 614-644-2285.

Sincerely,

A handwritten signature in black ink, appearing to read 'Amy Yersavich', with a long horizontal flourish extending to the right.

Amy Yersavich, Manager

Ohio Environmental Protection Agency

Site Assistance and Brownfield Revitalization

cc: Melissa S. Johnson, Director of Real Estate and Logistics, Port of Greater Cincinnati Development Authority

Dan Ferguson, Hamilton County Development Company

Sam Stephens, City of Cincinnati, OH

Diana Christy, City of Cincinnati, OH

Mike Starkey, Ohio EPA, DERR/SWDO



Department of Commerce

Division of State Fire Marshal
John R. Kasich, Governor
David Goodman, Director

December 27, 2013

Ms. Linda Mangrum
U.S. EPA Brownfield Contact, Region 5
U.S. Environmental Protection Agency
77 West Jackson Boulevard
Mail Code SM-7J
Chicago, IL 60604-3507

Subject: Cincinnati and Hamilton County - USEPA Community Wide Brownfield Assessment Grant proposal

Dear Ms. Mangrum:

This letter acknowledges that the Port of Greater Cincinnati Development Authority, the City of Cincinnati and Hamilton County notified the Office of the Fire Marshal, Bureau of Underground Storage Tank Regulations (BUSTR) of its plans to apply as a Coalition to use the \$150,000 of the larger \$600,000 grant proposal for a community-wide brownfield assessment for petroleum waste. Sites being considered are former transportation and manufacturing operations.

This project is a part of a redevelopment project in Cincinnati and Hamilton County, specifically in the South Mill Creek industrial corridor. The completion of the inventory, assessment, and subsequent environmental work will benefit the future citizens/workers by providing a healthier work environment. The loss of industries and manufactures, such as Sarah Lee Kahn', the Cincinnati Enquirer, Hostess, Ryerson & Sons, have left the South Mill Creek area with tracts of contaminated land, decaying infrastructure and a depleted tax base. The underutilization of these facilities is disruptive to the community and compromised redevelopment efforts. The Coalition hopes to assess, clean up and raze former industrial facilities, eliminating threats to the environment and public health and providing opportunities for redevelopment and revitalization of the local community and economy.

The applicant provided BUSTR with information regarding the planned project and requested BUSTR make a necessary determination on eligibility for brownfields funding. Based on the information provided, BUSTR has determined that:

- The sites are of "relatively low risk" as compared with other petroleum-only sites since the sites are not being cleaned up using LUST trust fund monies.
- There is no viable responsible party as defined by the U.S.EPA request for proposal publication EPA-OSWER--OBLR-13-05, Section III.
- The applicant is a volunteer who is not potentially liable for the petroleum contamination because the applicant has not dispensed petroleum or petroleum products at the sites.
- The sites are not subject to any order under RCRA (Sec. 9003(h)).

Bureau of Underground Storage Tank Regulations
8895 East Main Street
Reynoldsburg, OH 43068 USA

614/752 7938
Fax 614/752 7942
TTY/TDD 800/750 0750
www.com.ohio.gov

I am pleased to offer BUSTR's support for the Cincinnati and Hamilton County Brownfield Assessment Grant proposal. We look forward to working with the Port of Greater Cincinnati Development Authority, the City of Cincinnati and Hamilton County and the U.S.EPA on this project.

Sincerely,

A handwritten signature in black ink, appearing to read "Verne A. Ord". The signature is fluid and cursive, with the first name "Verne" being the most prominent.

Verne A. Ord
Assistant Chief – BUSTR
Division of State Fire Marshal
Ohio Department of Commerce

xc: Site File
Melissa Johnson, Port of Greater Cincinnati Development Authority

ATTACHMENT 3

Letters of Support from Community-Based Organizations



Queensgate Business Alliance 1301 Western Avenue Cincinnati, OH 45203

January 13, 2014

Laura Brunner
President & CEO
Port of Greater Cincinnati Development Authority
299 East Sixth Street, Suite 2A
Cincinnati, Ohio 45202

Dear Ms. Brunner:

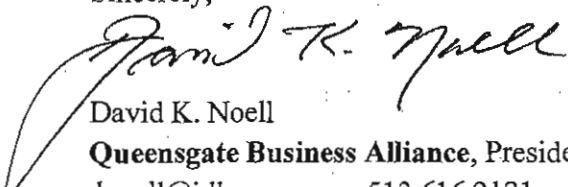
I am writing in support of the Coalition of the Port of Greater Cincinnati Development Authority, City of Cincinnati, and Hamilton County Community-Wide Assessment Grant proposal. Queensgate is a thriving commercial and industrial community and our location in the South Mill Creek Corridor makes us a key partner of the Coalition for this proposal. The businesses and employees that occupy our neighborhood are passionate about Cincinnati's success.

To support this grant proposal, we pledge to support the Coalition with the following in-kind services:

Activity	Hours per Month (approx)
Announcement of Grant Availability at meetings and on website	2
Providing site status and ownership information	1
Notifying community of completed assessments	1

We appreciate your interest in helping Queensgate and hope that the U.S. Environmental Protection Agency seriously considers your application and the positive impact a grant award could have on our community.

Sincerely,


David K. Noell
Queensgate Business Alliance, President
dnoell@jdlwarm.com 513.616.2121



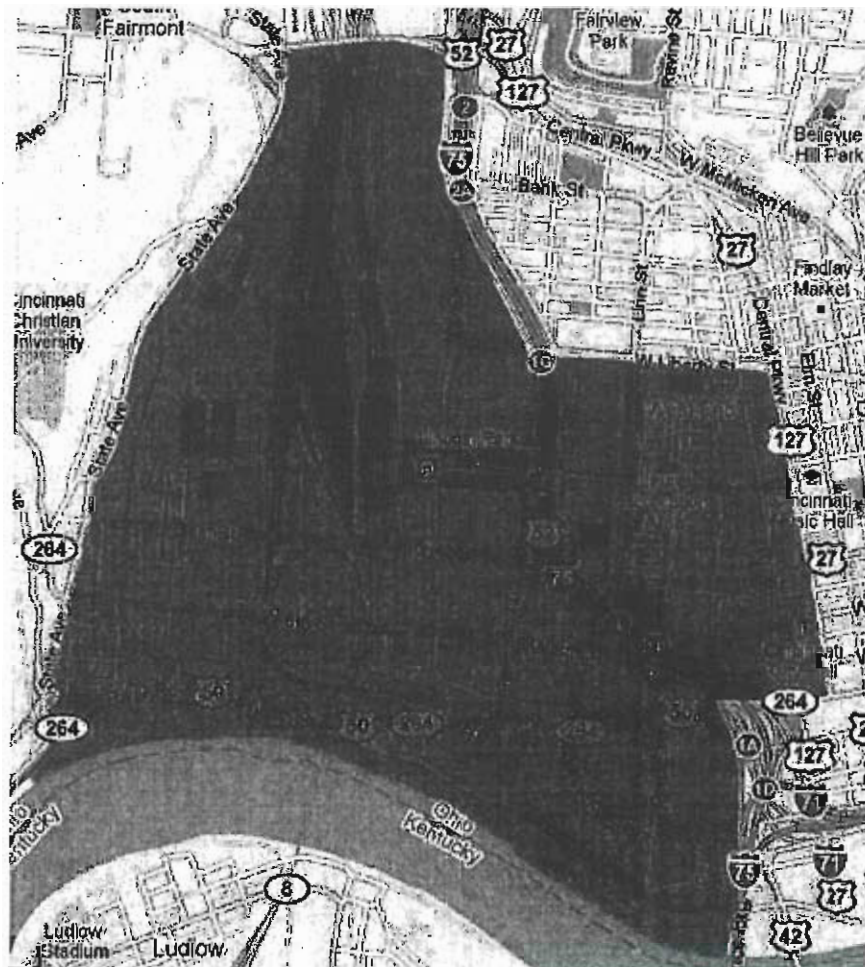
QUEENSGATE BUSINESS ALLIANCE

Queensgate Business Alliance 1301 Western Avenue Cincinnati, OH 45203

Queensgate is a neighborhood of businesses located just west of downtown Cincinnati, wedged between Price Hill, South Fairmount, the central downtown business district and the Ohio River. Queensgate offers easy and convenient access from all major highways and roads near downtown Cincinnati, including I-75, I-71, I-74, I-275, I-471 and Routes 50 and 52. Downtown Cincinnati and northern Kentucky are minutes from our doorsteps.

Three airports are within 16 miles of Queensgate (Cincinnati/Northern Kentucky International Airport – 14 miles; Lunken Airport – 8 miles; and Blue Ash Airport – 16 miles). Union Terminal is being considered as the main Cincinnati station for the Ohio light-rail system, and local bus routes make getting to work convenient for Queensgate employees.

With over 20 square miles, there is plenty of space for virtually any business to operate and expand in Queensgate.



January 16, 2014

Laura Brunner
President & CEO
Port of Greater Cincinnati Development Authority
299 East Sixth Street, Suite 2A
Cincinnati, Ohio 45202



Dear Ms. Brunner:

I am writing in support of the Coalition of the Port of Greater Cincinnati Development Authority, City of Cincinnati, and Hamilton County Community-Wide Assessment Grant proposal. Camp Washington is a mixed residential and industrial community and our location in the South Mill Creek Corridor makes us a key partner of the Coalition for this proposal.

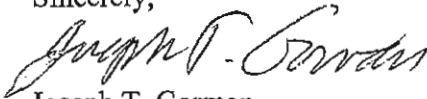
Our residents are passionate about our community and are actively involved in helping to make it a better place to live. The Camp Washington Community Board development corporation has recently completed its fiftieth (50) house renovation and sale. Likewise, 75 local businesses are supportive of our community and are actively engaged in our Business Association.

To support this grant proposal, we pledge to support the Coalition with the following in-kind services:

Activity	Hours per Month (approx)
Announcement of Grant Availability at meetings and on website	2
Providing site status and ownership information	1
Notifying community of completed assessments	1

We appreciate your interest in helping Camp Washington and hope that the U.S. Environmental Protection Agency seriously considers your application and the positive impact a grant award could have on our community.

Sincerely,


Joseph T. Gorman
Executive Director

January 17, 2014

Laura N. Brunner
President / CEO
Port of Greater Cincinnati Development Authority
299 East Sixth Street, Suite 2A
Cincinnati, Ohio 45202



Dear Ms. Brunner:

I am writing in support of the proposal submitted by the Port of Greater Cincinnati Development Authority, City of Cincinnati, and Hamilton County for a U.S. Environmental Protection Agency Brownfield Community-Wide Assessment Grant. The Cincinnati USA Partnership is the regional economic development initiative directed by the Cincinnati USA Regional Chamber, responsible for attracting new business, jobs and investment to the three-state, 15-county region at the intersection of Ohio, Kentucky and Indiana. The Partnership is also the southwest Ohio regional economic development partner for JobsOhio, offering access to State incentives and other programs that create jobs.

If awarded, the assessment funds provided through this grant will unlock the redevelopment potential of brownfield sites in the South Mill Creek Corridor. The Corridor is central to our work to build a thriving advanced manufacturing cluster in the region. To support this grant proposal, we pledge to support the Coalition with the following in-kind services:

Activity	Hours per Month (approx)
Announcement of Grant Availability at meetings and on website	2
Refer interested companies to the program	1
Provide information on State of Ohio incentives and assistance on assessed sites	2

We appreciate your work to advance the economy of our region and hope that the U.S. Environmental Protection Agency seriously considers your application and the positive impact a grant award could have on our community.

Sincerely,

A handwritten signature in blue ink, appearing to read "Matt Davis".

Matt Davis
Interim Executive Director

January 16, 2014

Laura Brunner
President & CEO
Port of Greater Cincinnati Development Authority
299 East Sixth Street, Suite 2A
Cincinnati, Ohio 45202

Dear Ms. Brunner:

As Assistant Health Commissioner for the City of Cincinnati Health Department, I am writing in strong support of the Community-Wide Assessment Grant proposal which is being submitted by a Coalition of the Port of Greater Cincinnati Development Authority, the City of Cincinnati, and Hamilton County. The Cincinnati Health Department is dedicated to improving the health and wellness of people who live, work or play in Cincinnati, through the efforts of more than 400 doctors, nurses, dentists and dental workers, pharmacists, dieticians, lead experts, sanitarians, litter control experts, physical plant members, IT specialists, pest control operators, licensed risk assessors, and administrative support staff, as well as collaborations with other agencies, organizations, government and community partners.

Cincinnati is an older industrial city with a high poverty rate, many neighborhoods that have dramatically lower life expectancy than the national average, and a number of old brownfield sites that require cleanup. If awarded, the EPA assessment funds provided through this grant will improve the health and welfare of the people who live and work in the South Mill Creek Corridor, through brownfield assessment, cleanup, and redevelopment. These activities are vital to continued economic development, strategic land use, and environmental quality in our region.

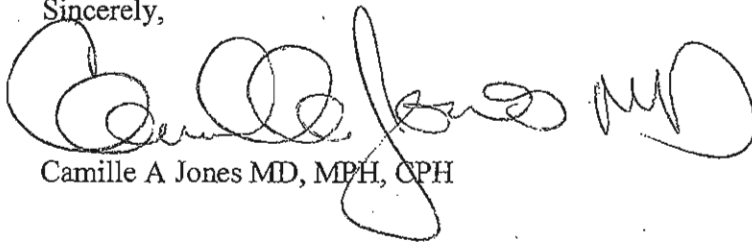
The Cincinnati Health Department will support the work of the Coalition with the following in-kind services:

	Hours/ Month
Invite Coalition members to participate in Cincinnati Health Department sponsored community meetings and outreach events in the South Mill Creek Corridor communities	1

Provide feedback from community meetings about sites or areas of concern within the South Mill Creek Corridor	2
Provide health code citation data for properties located in the South Mill Creek Corridor to aid in redevelopment prioritization	2

Thank you for the opportunity to express our support for this grant application. We strongly encourage the U.S. Environmental Protection Agency to award a grant to the Coalition of the Port Authority, the City of Cincinnati, and Hamilton County. Thank you,

Sincerely,

A handwritten signature in black ink, appearing to read 'Camille A. Jones MD'. The signature is fluid and cursive, with a large initial 'C' and a distinct 'MD' at the end.

Camille A Jones MD, MPH, CPH



139 East Fourth Street
1409-M
Cincinnati, OH 45202
o 513-287-2407
c 513-260-2376
f 513-629-5931

January 17, 2014

Laura N. Brunner
President & CEO
Port of Greater Cincinnati Development Authority
299 E. 6th Street, Suite 2A
Cincinnati, OH 45202

Dear Laura:

Duke Energy is pleased to extend our support for economic development initiatives in two distinct corridors located in the City of Cincinnati. We are providing a total of \$545,000 to support redevelopment initiatives in the Seymour/Reading and Queensgate/Camp Washington corridors. These Corridors have been identified as Growth + Opportunity (GO) areas in Cincinnati that can generate new tax revenues through targeted, strategic investment.

Duke Energy's Site Readiness Program was established to provide funding and expertise to identify, assess, improve, and increase awareness of industrial sites in the Duke Energy service territory that would bring a positive economic development impact to the Greater Cincinnati Region. The Queensgate/Camp Washington industrial corridors are of significant interest to our community and economic base. Duke Energy maintains a strong interest in potential further evaluation of these locations under this program.

We support the Port Authority's strategic planning efforts to catalyze growth for long-term development of new centers of logistics and urban industrial production. The unparalleled location and transportation and utility infrastructure make Queensgate and Camp Washington compelling places for new investment.

We value this important work and the partnership of the Port Authority in reinvigorating our industrial corridors.

Sincerely,

A handwritten signature in black ink, appearing to read "David O. Smith", written over a horizontal line.

David O. Smith
Director, Economic Development
Duke Energy Ohio & Duke Energy Kentucky

January 16, 2014



HAMILTON COUNTY PUBLIC HEALTH

PREVENT. PROMOTE. PROTECT.

Laura Brunner
President & CEO
Port of Greater Cincinnati Development Authority
299 East Sixth Street, Suite 2A
Cincinnati, Ohio 45202

*Timothy I. Ingram
Health Commissioner*

*250 William Howard Taft Road, 2nd Floor
Cincinnati, OH 45219*

*Phone 513.946.7800
Fax 513.946.7890*

hamiltoncountyhealth.org

Dear Ms. Brunner:

I am writing in support of the Coalition of the Port of Greater Cincinnati Development Authority, City of Cincinnati, and Hamilton County Community-Wide Assessment Grant proposal. Hamilton County Public Health serves more than 460,000 Hamilton County residents living outside the cities of Cincinnati, Norwood, Sharonville and Springdale. With a staff of more than 80, including sanitarians, plumbers, health educators, nurses and epidemiologists, Hamilton County Public Health strives to prevent disease and injury, promote wellness, and protect people from environmental hazards.

The assessment funds provided through this grant will improve the health and welfare of the people who live and work in the South Mill Creek Corridor and surrounding neighborhoods. To support this grant proposal, we pledge to support the Coalition with the following in-kind services:

Activity	Hours per Month (approx)
Provide feedback from community meetings about sites or areas of concern near the South Mill Creek Corridor	1
Provide health code citation data as needed by the Coalition to aid in redevelopment prioritization	2

Brownfield assessment, cleanup, and redevelopment are vital to continued economic development, strategic land use, and environmental quality in our region. For this reason, we strongly believe that the U.S. Environmental Protection Agency should award a grant to the Coalition of the Port Authority, the City of Cincinnati, and Hamilton County.

Sincerely,

Greg Kesterman
Assistant Health Commissioner
greg.kesterman@hamilton-co.org
(513) 946-78311



Hamilton County Land Reutilization Corporation

January 16, 2014

Laura N. Brunner
President / CEO
Port of Greater Cincinnati Development Authority
299 E. 6th Street, Suite 2A
Cincinnati, Ohio 45202

Dear Laura:

I am writing in support of the Coalition of the Port of Greater Cincinnati Development Authority, City of Cincinnati, and Hamilton County U.S. Environmental Protection Agency Brownfield Community-Wide Assessment Grant proposal. The Hamilton County Land Reutilization Corporation, (HCLRC or Landbank) works to promote and facilitate the reclamation, rehabilitation, and reutilization of vacant, abandoned, tax-foreclosed, or other real property within Hamilton County in order to stabilize communities and prime them for redevelopment opportunities.

The HCLRC partners with stakeholders to assist communities in achieving their commercial and residential property strategies through catalytic investment in target areas. These investments attract new residents, lead to improved community quality of life, blight and nuisance abatement, increased property values, and the return of unproductive properties to contributing, tax-paying status.

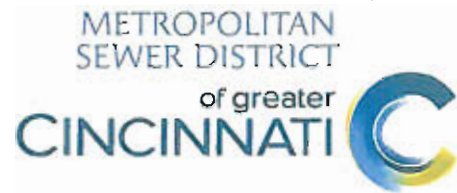
If awarded EPA grant funds, the Landbank will work with the Coalition to acquire strategic parcels through the tax foreclosure process. The South Mill Creek Corridor is central to our work to build thriving communities. To support this grant proposal, we pledge to support the Coalition with the following in-kind services:

Activity	Hours per Month (<i>approx</i>)
Announcement of Grant Availability at meetings and on website	1
Provide information on tax foreclosed properties and assistance on acquisition as necessary	3

We appreciate your work to advance the economy of our region and hope that the U.S. Environmental Protection Agency seriously considers your application and the positive impact a grant award could have on our community.

Sincerely,

Paula Boggs Muething
General Counsel and Vice President of Community Revitalization
of the PGCD as management company for the HCLRC



January 16, 2014

Laura Brunner
President & CEO
Port of Greater Cincinnati Development Authority
299 East Sixth Street, Suite 2A
Cincinnati, Ohio 45202

Dear Ms. Brunner:

I am writing in support of the Coalition of the Port of Greater Cincinnati Development Authority, City of Cincinnati, and Hamilton County Community-Wide Assessment Grant proposal. The Metropolitan Sewer District of Greater Cincinnati (MSD) has built longstanding relationships with staff from all the Coalition members, working together on numerous brownfield projects in the Cincinnati area. Cleaning up the environmental contamination and improving the water quality of the Mill Creek is a high priority of MSD and the communities we represent. This grant will provide much-needed funding to start the redevelopment process more brownfields in the Mill Creek watershed.

If awarded, the assessment funds provided through this grant will unlock the redevelopment potential of brownfield sites in the South Mill Creek Corridor. To support this grant proposal, we pledge to support the Coalition with the following in-kind services:

Activity	Hours per Month (approximate)
Announcement of Grant Availability at meetings and on website	2
Provide feedback from community meetings about sites or areas of concern within Lick Run and West Fork watersheds	1
Invite Coalition members to participate in infrastructure planning meetings for Lick Run and West Fork watersheds	2

We appreciate your work to advance the economy of our region and hope that the U.S. Environmental Protection Agency seriously considers your application and the positive impact a grant award could have on our community.

Sincerely,

A handwritten signature in black ink that reads "James A. Parrott".

James A. "Tony" Parrott
Executive Director



January 15, 2014

Laura N. Brunner
President / CEO
Port of Greater Cincinnati Development Authority
299 East Sixth Street, Suite 2A
Cincinnati, Ohio 45202

Dear Ms. Brunner:

I am writing in support of the Coalition of the Port of Greater Cincinnati Development Authority, City of Cincinnati and Hamilton County U.S. Environmental Protection Agency Brownfield Community-Wide Assessment Grant proposal. The Ohio-Kentucky-Indiana Regional Council of Governments (OKI) is a council of local governments, business organizations, and community groups committed to developing collaborative strategies, plans, and programs that will improve the quality of life and the economic development potential of the tri-state. Its 118 members from governmental, social and civic groups represent 198 communities in the eight county, three-state region.

If awarded, the assessment funds will unlock the redevelopment potential of brownfield sites in the South Mill Creek Corridor, which is served by key river, rail and highway infrastructure that we work to improve. To support this grant proposal, we pledge to support the Coalition with the following in-kind services:

Activity	Hours per Month (<i>approx</i>)
Announcement of Grant Availability at meetings and on website	1
Insure prospective projects align with regional priorities	1

Brownfield assessment, cleanup and redevelopment are vital to continued economic development, strategic land use and environmental quality in our region. For this reason, we strongly believe that the U.S. Environmental Protection Agency should award a grant to the Coalition of the Port of Greater Cincinnati Development Authority, the City of Cincinnati, and Hamilton County.

Sincerely,

Mark R. Policinski
Executive Director/CEO

Todd B. Portune
President

Mark R. Policinski
CEO/Executive Director

ATTACHMENT 4

Documentation of Leveraged Funds



139 East Fourth Street
1409-M
Cincinnati, OH 45202
o 513-287-2407
c 513-260-2376
f 513-629-5931

January 17, 2014

Laura N. Brunner
President & CEO
Port of Greater Cincinnati Development Authority
299 E. 6th Street, Suite 2A
Cincinnati, OH 45202

Dear Laura:

Duke Energy is pleased to extend our support for economic development initiatives in two distinct corridors located in the City of Cincinnati. We are providing a total of \$545,000 to support redevelopment initiatives in the Seymour/Reading and Queensgate/Camp Washington corridors. These Corridors have been identified as Growth + Opportunity (GO) areas in Cincinnati that can generate new tax revenues through targeted, strategic investment.

Duke Energy's Site Readiness Program was established to provide funding and expertise to identify, assess, improve, and increase awareness of industrial sites in the Duke Energy service territory that would bring a positive economic development impact to the Greater Cincinnati Region. The Queensgate/Camp Washington industrial corridors are of significant interest to our community and economic base. Duke Energy maintains a strong interest in potential further evaluation of these locations under this program.

We support the Port Authority's strategic planning efforts to catalyze growth for long-term development of new centers of logistics and urban industrial production. The unparalleled location and transportation and utility infrastructure make Queensgate and Camp Washington compelling places for new investment.

We value this important work and the partnership of the Port Authority in reinvigorating our industrial corridors.

Sincerely,

A handwritten signature in black ink, appearing to read "David O. Smith", written over a light blue circular background.

David O. Smith
Director, Economic Development
Duke Energy Ohio & Duke Energy Kentucky

City of Cincinnati / Port of Greater Cincinnati Development Authority
Economic Development Services Agreement

The Port of Greater Cincinnati Development Authority ("Port Authority") shall undertake economic development activities on behalf of and in coordination with the City of Cincinnati ("City") as described in this Economic Development Services Agreement ("Agreement") dated July 11, 2011, between the Port Authority and City.

The President of the Port Authority shall meet with the City Manager to develop an overall strategy and a specific work plan for economic development services, which work plan shall include (i) the continuation of existing business lines of the Port Authority's economic development services in the region (such as brownfield, public finance, and economic inclusion activities) ("General Operations"); plus (ii) additional economic development services for the City including services related to implementation of aspects of the GO Cincinnati Plan, including but not limited to land acquisition in the following three growth opportunity areas as defined in Section 6 of the GO Cincinnati Plan ("Growth Opportunity Areas"): the Madison Road Corridor, the South Mill Creek Corridor (Queensgate), and the Seymour/Reading Road Corridor ("Additional Services"). The work plan, inclusive of the work associated with General Operations and Additional Services, shall be referred to herein as the "Work Plan".

The Work Plan will be updated by the Port Authority and the City Manager on an annual basis. In addition, the Port Authority annually shall deliver any reports required pursuant to the Amended and Restated Agreement for the Formation of the Port Authority entered into between the City and Hamilton County, Ohio ("Formative Agreement"). At least once each year, the Chairperson ("Chairperson") of the Board of Directors ("Board") of the Port Authority, or one or more other designated Board members, shall meet with the City Manager to review the status and implementation of the Work Plan, including review of the performance of Port Authority employees relative to achieving the goals of the Work Plan.

The Port Authority shall present to the City Manager an outline of the number and job duties of its employees. The Port Authority shall present the qualifications and salaries of all employees needed to fulfill the Port Authority's commitments under this Agreement. Port Authority personnel decisions, including the hiring of staff, compensation, and job responsibilities, shall remain the sole responsibility of the Board.

The Work Plan shall not include the existing Growth Opportunity Areas of the Central Business District, Uptown, and Over the Rhine, except that the Port Authority may work on Port Authority managed brownfield, public financing, and economic inclusion projects in those areas.

2011 and 2012 Port Authority Activities within the City of Cincinnati

The Port Authority shall continue its brownfield, public finance, and economic inclusion activities, and may undertake additional projects related to these activities at the discretion and direction of the Board.

The Port Authority shall continue to actively administer the financing for the Queen City Square Tower. Outstanding bonds shall continue to be maintained until maturity for Fountain Square, Sisters of Mercy, Freedom Center, and the Cincinnati Zoo.

The Port Authority shall continue to support inclusion efforts on its projects including Queen City Square Tower and the brownfield projects listed below and assist the African American Chamber of Commerce with economic inclusion efforts for the Casino project.

The Port Authority shall continue to serve as the Project Manager for the U.S. EPA Brownfield Assessment Coalition Grant. Active brownfield work shall continue on the American Can, Federal Reserve Building, and Kahn's/Sara Lee sites.

The Port Authority shall work with the City Finance Department to establish a Common Bond Fund.

The Port Authority shall work on the City's behalf to develop a land acquisition program designed to revitalize vacant, abandoned, or underutilized property. This program will seek to enable the region to strategically assemble parcels of land to respond to anticipated demand, and link market demand for commercial and industrial land with the City's vision for its land use planning.

The Port Authority shall work on the City's behalf to implement freight transportation improvements designed to leverage local multi-modal freight transportation networks, including but not limited to, the north/south rail corridor, barge facilities on the Ohio River within the City, and truck traffic on the I-75 truck corridor.

2011 and 2012 Operating Funding

The City will fund the Port Authority General Operations in the amount of \$525,000 for fiscal year 2011 and up to \$1,000,000 for fiscal year 2012 ("Annual Base Business Operating Appropriation" and as to every future fiscal year described herein), subject to annual discretionary appropriation by the City Council, and such funding shall be received by March 31 of each year. It is anticipated that this funding will match the levels of funding shared by Hamilton County (the "County") so as to sustain the General Operations of the Port Authority. If the County does not match the Annual Base Business Operating Appropriation, the City may, at its option and after advance notice to the Port Authority, terminate this Agreement.

The Port Authority will provide, to the satisfaction of the City Administration, documentation to support its expenditures associated with the implementation of the Agreement, and provide a basis for future Annual Base Business Operating Appropriations to be provided by the City. Any request from the Port Authority to increase the Annual Base Business Operating Appropriation for 2012 above \$525,000 shall be made in writing, detailing the uses of the additional appropriation. The City's contribution to salaries and operating overhead, after equitable allocation to Additional Services, shall be as described in the Formative Agreement, as amended or otherwise agreed to by the City and County.

On or before December 1 of each year beginning in 2011, the Port Authority shall provide the City Manager with a proposed budget and projections, including projections relating to the amount of ongoing annual administrative fees by project that the Port Authority is entitled to receive in the following year pursuant to agreements made with contracting parties in economic development financing transactions and any other financial resources available to support Port Authority operations.

2011 and 2012 Non-Operating Funding

The City will also provide capital resources above and beyond the Annual Base Business Operating Appropriation to be used in the implementation of the Work Plan.

The City's capital investment, subject to annual discretionary appropriation, shall be made as follows:

- \$1 million in 2011, payable within 45 days of the later of the start date of the new President of the Port Authority, or execution of this Agreement.
- \$1 million in 2012 payable by March 1, 2012 if there is a new President of the Port Authority.

The City's capital investment of \$1 million in 2011 may be used to fund the proposed Common Bond Fund. If used for the Common Bond Fund, the City Manager may fund earlier than the timing stated above. The utilization of proceeds from the Common Bond Fund will be discussed with the City Manager.

2013 – 2017 Operating Funding

For each of the fiscal years 2013 – 2017, the City will contribute an amount not to exceed \$1 million annually as the Annual Base Business Operating Appropriation. Salaries and operating overhead related to the Work Plan, beyond that already funded by Additional Services and related economic development activity, will be shared by County pursuant to the Formative Agreement. If in any fiscal year, the County does not match the Annual Base Business Operating Appropriation, the City may, at its option and after advance notice to the Port Authority, terminate this Agreement. If the Port Authority enters into any other agreements with a sponsoring party (the County or other entity) for additional services or projects, the salaries and overhead associated with such additional services or projects shall be allocated to and paid by such sponsoring party or parties unless otherwise authorized by the City Manager.

2013 – 2017 Additional Services Funding

Beginning in 2013, the City's annual funding for Additional Services will increase as follows, subject to discretionary annual appropriation by City Council:

- An additional amount of \$6 million or more annually for each of the years 2013 – 2017 to support Port Authority activities in the three identified Growth Opportunity areas including, but not limited to: property acquisition (including land), environmental remediation, site preparation, marketing, retention (in partnership with ongoing efforts by the Cincinnati USA Regional Partnership and the City), joint ventures, grant solicitations,

design, project financing, and related infrastructure (with an emphasis on green infrastructure). The Port may carryover annual allocations of Additional Services funding to subsequent years if the funding is not spent consistent with the Work Plan. The carryover balance of unspent funding will not offset the City's commitment for future funding.

- The City's contribution to operating costs or capital investment may, at the City's discretion, be offset by any net profits received by the Port Authority directly in connection with revenue derived from the Additional Services. For example, in the event the Port Authority sells property originally acquired as part of the Work Plan and funded by the City hereunder, then the City may elect to offset any net profits from such sale against its annual contributions hereunder.

The City shall determine the actual source of funds appropriated consistent with the above-detailed purposes.

Recognizing that long-term funding stability is critical to the ability of the Port Authority to successfully implement the Work Plan, the City agrees to use its reasonable efforts to identify appropriate resources to consummate a formal pledge of non-tax revenues of the City, to the extent available, in support of the City's obligations with respect to funding the Additional Services.

Additional Terms and Provisions

The President of the Port Authority shall meet regularly with the City Manager.

Non-operating City resources committed to the Port Authority shall not be used or pledged for projects outside the City's boundary. Any net revenue generated from Port Authority projects in the City shall be reinvested in operations or in future Port Authority projects within the City boundary and may not be used to otherwise directly serve the benefit of any party other than the City, unless expressly approved in writing by the City Manager.

The Port Authority shall not participate in any undertaking which involves the movement of jobs from the City or the relocation of a business operating within the political boundaries of the City to any other political subdivision without the express written consent of the City Manager.

The Port Authority shall use its best efforts to name the City as a funding partner in development activities undertaken pursuant to the terms of the Agreement. Informational releases and press-related talking points developed by the Port Authority regarding the status of projects or negotiations being carried out on projects or potential projects in the City shall be cleared through the City Manager. Nothing in this Agreement shall limit the ability of the Board to discuss projects publicly during its meetings.

The President of the Port Authority shall inform the City Manager of any conflicts of interest which may interfere with carrying out the duties outlined in this Agreement.

The term of this Agreement shall run from the date of this Agreement first indicated above though December 31, 2017, and may be renewed by the mutual consent of the City and the Port

Authority for two (2) additional 5-year terms, with funding commitments determined at the time of renewal.

No covenant, stipulation, obligation or agreement in this Agreement will be deemed a covenant, stipulation, obligation or agreement of any present or future member, office, agent, or employee of any parties hereto in their individual capacity.

Any provision of this Agreement which is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction. This Agreement, and the application or interpretation hereof, shall be governed by the laws of the State of Ohio applicable to agreements made and to be performed entirely therein. All section headings in this Agreement are for convenience of reference only and are not intended to qualify the meaning of any section.

All personal pronouns used in this Agreement, whether used in the masculine, feminine and neuter gender, shall include all other genders, the singular shall include the plural, and vice versa as the context may require.

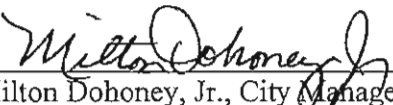
No person other than the parties to this Agreement may directly or indirectly rely upon or enforce the provisions of this Agreement, whether as a third party beneficiary or otherwise.

Nothing in this Agreement shall limit the ability of the Port Authority to fulfill its current contractual obligations for the remainder of the term of those obligations, nor limit, except as expressly stated herein, the abilities or obligations of the Port Authority arising under Ohio law or the Formative Agreement. Upon termination of this Agreement, the parties shall be released from their respective obligations arising hereunder and the Formative Agreement shall continue to be operative pursuant to terms thereof.

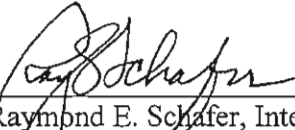
This Agreement, together with the Formative Agreement, contains the entire understanding between and among the parties with respect to the Port Authority's economic development services and its funding by the City, and supersedes any prior understandings and agreements between and among the parties with respect thereto. This Agreement shall not be amended except by written agreement executed by all parties hereto.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed on the date first written above.

CITY OF CINCINNATI, OHIO


Milton Dohoney, Jr., City Manager

PORT OF GREATER CINCINNATI
DEVELOPMENT AUTHORITY


Raymond E. Schafer, Interim President

MARTIN ASSOCIATES
ECONOMIC & TRANSPORTATION CONSULTANTS

941 Wheatland Ave. • Suite 203 • Lancaster, PA 17603
Lancaster, PA: (717) 295-2428 • FAX: (717) 295-7089
Avon, CO: (970) 748-1095 • FAX (970) 748-1097
www.martinassoc.net

December 3, 2012

Ms. Laura Brunner
President
Port of Greater Cincinnati Development Authority
299 E 6th St
Suite 2A
Cincinnati, Ohio 45202

Dear Ms. Brunner:

It has been a pleasure talking with you regarding the Port of Cincinnati, and thank you for your interest in Martin Associates' experience in developing port strategic plans and quantifying the economic impacts of port and maritime activity. The purpose of this letter is to inform you of the qualifications and skill sets of Martin Associates, and provide you with an outline of the steps we would follow in developing a strategic plan to grow the Port in the future.

Martin Associates has established itself as a leader in the development of strategic planning studies for ports. Over the last 26 years, Martin Associates has provided detailed market and planning studies for most ports in the United States. Within the last five years, Martin Associates' market and strategic planning studies include the strategic development plan for the Port of Jacksonville, which included a detailed assessment of distribution facility opportunities and the development of the MOL/TraPac Container Terminal at Dames Point; the strategic market plan for the Port of Lake Charles; the cargo market portion of the Port of Miami Master Plan; the cargo market portion of the Port of Port Everglades Master Plan; the lease and terminal evaluation study for the Port of Port Everglades; the current strategic business plan for the Port of Jacksonville, including terminal valuation analysis; the container market analysis for the Port of Tampa and the strategic market plan for the Port of Tampa; the strategic business plan for the Port of San Diego and the current market and terminal operational analysis for the Port of San Diego; the Port of Seattle Harbor Development Strategy; the Port of Oakland's strategic marketing plan and the Port of Oakland's competitive market analysis; the feasibility of a new container terminal development at Quonset Point (Rhode Island); the Port of San Francisco's strategic market-driven development plan; the Port of Gulfport market portion of the Port's master plan; the Port of Palm Beach strategic development plan; the market analysis for the Straits of Canso (Nova Scotia); and the market portions of the Port of Pascagoula master plan. For the Port of Houston Authority, Martin Associates has just completed the market analysis to

identify the optimal location of the next generation container terminal within the Port of Houston's jurisdiction.

Martin Associates has also completed the market studies to be used in developing a container terminal along the Delaware River, and assisted in the development of market studies to be used in the *development of concession agreements*. For the Diamond State Port Corporation, Martin Associates conducted a detailed financial assessment of each of the Port's lines of business – perishable cargoes (bananas and Chilean fruit), autos, paper and dry bulk cargoes. Financial projections were developed and compared to required capital investments (for system preservation). Recommendations were then developed to move towards the development of a long term concession agreement with a private terminal operator. Potential market valuations of the terminal were then developed by Martin Associates.

For the Port of Lake Charles, Martin Associates completed a strategic market assessment of each of the Port's lines of business, which resulted in the recommendation that the Port should lease out its current bagging operation and break bulk operations to a private terminal operator.

In addition to our economic, market and master planning studies, Martin Associates is assisting numerous port authorities with respect to the marketing of specific marine terminals for *public-private partnerships* and the development of terminal valuations to be used in lease negotiations. As part of these public-private partnership studies, Martin Associates is working with several major investment banks in preparing potential market assessments as well as pro-forma analysis for proposed concession agreements. For several terminal operators, Martin Associates has conducted reviews of key ports in which the terminal operators operate, and these studies are being used to assist in terminal financing/investments by private sector investment firms. We have completed the bond justification analysis for the MOL/TraPac container terminal at Jacksonville, and are currently developing the bond justification study for the Port of Miami.

Martin Associates assisted Highstar Capital in gaining investment grade bond ratings as part of the concession agreement for the Port of Baltimore's Seagirt Marine Terminal. This involved the development and presentation of the market analysis to the key bond rating agencies. Martin Associates' private sector terminal clients include Hutchison Port Holdings, Ports America, Yusen Terminals and Stevedoring Services of America. Within the past two years, we have prepared the terminal valuations and pricing models for the Diamond State Port Corporation (Wilmington, DE), the Hawaii Port System, the Philadelphia Regional Port Authority, Port Everglades, the Port of Lake Charles, the Maryland Port Administration and the Port of Galveston.

For the Port of Galveston, Martin Associates is currently developing a detailed analysis of the Port's lines of business. Competitive market analysis is under way for each lines of business, which will drive the projected financial performance of the port under the current set of lease structures. The overall capital requirement will then be developed to evaluate the ability to finance these projects under the existing structure. We then identify alternative means of raising

capital, including the development of a public-private partnership for all, or portions, of the port's operations. This will eventually result in the development of the enterprise value of the terminal, as well as provide the foundation for a concession agreement(s) or lease negotiations.

Martin Associates completed (2010) a detailed lease analysis for the Port of Port Everglades, and has developed a recommended structure for the development of future leases to reflect the actual value of the operations to the terminal operator. We have been selected by the Port of Los Angeles to provide the Port with a similar analysis of the current leases and to develop alternative methods for determining lease terms and charges.

Over the last 26 years, the *economic impact methodology* used by Martin Associates has gained widespread acceptance in the US and Canadian port communities, as well as internationally. This expertise is essential in assessing the potential job creation of specific strategic options developed as part of this proposed plan for the Port of Hueneme. Our impact studies have been a continued featured topic at many of the American Association of Port Authorities conferences. The impact models have been subject to review by the US Council of Economic Advisors and the Federal Reserve Board. The seaport impact model has been used to assess the economic impacts of the Great Lakes St. Lawrence Seaway Transportation System, the impacts of the imposition of the Section 201 Steel Import Quotas, and the potential impact of port closures due to national security issues.

Martin Associates has developed economic impact studies for nearly every port in the United States, including the Ports of San Diego, Los Angeles, Long Beach, Oakland, San Francisco, Portland, Seattle, Longview, Tacoma, Everett and Bellingham. In addition to the port impact studies we develop for the West Coast ports, Martin Associates has developed economic studies for:

<i>Boston</i>	<i>Mobile</i>
<i>Philadelphia</i>	<i>New Orleans</i>
<i>Baltimore</i>	<i>Baton Rouge</i>
<i>Wilmington, DE</i>	<i>Lake Charles</i>
<i>South Jersey Port Corp.</i>	<i>Gulfport, MS</i>
<i>Virginia Port Authority</i>	<i>Pittsburgh</i>
<i>Richmond, VA</i>	<i>Montreal</i>
<i>Wilmington, NC</i>	<i>Quebec City</i>
<i>Morehead City, NC</i>	<i>Providence, RI</i>
<i>Port Everglades</i>	<i>Quonset Point, RI</i>
<i>Miami</i>	<i>Houston</i>
<i>Tampa</i>	<i>Beaumont\Port Arthur</i>
<i>Jacksonville</i>	<i>Orange</i>
<i>Palm Beach</i>	<i>Galveston, TX</i>
<i>State of Texas Port System</i>	<i>Freeport, TX</i>
<i>Great Lakes/St. Lawrence Seaway</i>	<i>Texas City, TX</i>
<i>Transportation System</i>	<i>Victoria, TX</i>
<i>Port Canaveral</i>	<i>Corpus Christi</i>
<i>State of Florida Ports</i>	<i>Brunswick, GA</i>

With respect to river port market analysis, Martin Associates developed the overall strategic market and development plan for the Indiana Port Corporation (now the Ports of Indiana). This study focused on the Port's two inland river ports of Jeffersonville and Mount Vernon, as well as the Port of Burns Harbor. A detailed market study was conducted for each of the three ports, and synergies were developed linking the three ports, particularly with the development of additional steel processing operations at Jeffersonville. The development at Mount Vernon focused on coal blending operations as well as the movement of agricultural products via the River.

Martin Associates conducted a detailed study of the market opportunities for the development of a new public river port in a region of the inland waterway system comprised of southeastern Iowa, northeastern Missouri and western Illinois. This region includes river segments of the Mississippi and Illinois Rivers. The study evaluated agricultural bulk opportunities, coal blending terminal opportunities, the development of foreign trade zones and sub-zones, highway and rail access and competition, competitive position with respect to other river ports and intermodal opportunities. The results of the study were used to justify additional micro studies of the potential market opportunities by the newly developed regional tri-state port authority.

For the Port of Pittsburgh Commission, Martin Associates has conducted several market and economic impact studies, identifying by river terminal and key industry, the use of the Ohio, Allegheny and Monongahela River Systems, and further identified the economic advantages of the current use of barge transportation by local industry for specific commodities compared to rail or over the road modes. Our Port of Pittsburgh Impact Study and a subsequent impact report were awarded the "Best Research Projects for Inland Waterways" by the National Waterways Conference. Martin Associates has conducted similar market studies for other river ports, including a market assessment for the river ports at Columbus and Bainbridge, GA for the Georgia Port Authority, a strategic plan for the Port of Baton Rouge, and economic studies of the Columbia-Snake Waterway for the Port of Portland.

With respect to bulk cargo market analysis, Martin Associates' Port of Baton Rouge Master Plan focused not only on breakbulk forest products, but also on the development of bulk import facilities for iron ore, magnesite and iron ore pellets to be used in Direct Reduced Iron (DRI) operations along the Mississippi River. This study also focused on the development of an inland river barge terminal for bulk cargoes, as well as the establishment of a mid-stream bulk operation. For the Port of Longview, WA, Martin Associates conducted a market assessment and developed a strategic marketing plan to capture potash then moving via the Port of Vancouver. The study results were implemented and the Port secured the bulk cargoes. For the Georgia Ports Authority, Martin Associates developed a strategic marketing plan for the GPA's river ports in Bainbridge and Columbus, GA. The focus of the market analysis was on dry bulk cargoes, including potash and phosphate, as well as feed grains. On the North Carolina State Ports Authority Master Plan, Martin Associates conducted detailed market studies of liquid and dry bulk markets, and the ability to capture dry bulk cargo now railed into the Mid- and South Atlantic states from Canada. For the Port of Jacksonville, Martin Associates developed a detailed dry bulk market analysis which was a direct input into the conceptual design of the Port's Dames Point area. Our strategic market study for the Port of San Francisco focused on bulk markets in

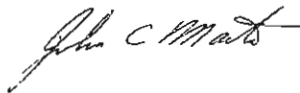
the Bay Area, as well as warehouse development. We recently assessed the potential soybean export market for the Port of Baltimore. The Port of Burns Harbor Master Plan focused on the development of a 50-acre property for the development of a bulk distribution facility, with focus on limestone, aggregates and cement. In addition, the Burns Harbor study also included a detailed market analysis of the development of a steel products market as well as the further development of a steel campus at the Port.

As you can see, Martin Associates has considerable experience in the development of market and strategic development plans for both river ports as well as deep sea and Great Lakes ports. In addition, we have conducted extensive studies regarding the development inland logistics centers, including two studies for the Florida Department of Transportation regarding the optimal location of inland logistics/port combinations; the analysis of the development of logistics centers in the Commonwealth of Pennsylvania; and the development of an inland logistics center near Hagerstown Maryland for the Maryland Port Administration. The experience developed from these inland logistics studies will be very useful in assessing the potential development of such an inland logistics center/port at the Port of Cincinnati.

In the balance of this letter, I have developed a two-phased work scope.

Please feel free to contact me at (717) 295-2428 or on my cell at (717) 371-8599. I look forward to meeting with you in the near future to finalize your needs. Thanks again for your interest in Martin Associates.

Sincerely,

A handwritten signature in cursive script, appearing to read "John C. Martin".

John C. Martin, PhD
Manager, John C. Martin Associates, LLC

Scope of Services

In this section we have developed a phased scope of services to conduct an economic impact assessment of the Port of Greater Cincinnati as well as a potential market analysis and the development of a targeted marketing strategy for the Port.

PHASE I:

Task 1: Demonstrate and Quantify the Economic Impacts of the Marine Cargo and Commercial Activity of the Waterfront Activities within the Port of Cincinnati Jurisdiction

The purpose of this task is to demonstrate and quantify the economic impacts of the commercial activity of the waterfront tenants located within the Greater Port of Cincinnati jurisdictional boundaries (current 26-mile designation by US Army Corps of Engineers – USACE). This includes the development of the baseline impacts as well as the construct of a set of economic impact models that can be used to estimate the impact of future waterborne cargo activity and industrial activity. This model will be used in justifying future investments in the Port's waterfront properties and can be used to justify grant applications as well as the development of funding activities.

For commercial/industrial cargo, Martin Associates will identify the shippers/consignees along the river system shipping and receiving the commercial cargo. Martin Associates will interview these shippers/consignees to determine the dependency of the user on the River System, the jobs supported with the users, as well as associated income and the use of the cargo received on the river system.

An induced impact model will be developed for the Cincinnati region which will convert local purchases by the directly employed individuals into induced impacts with such industries as restaurants, grocery stores, health care, housing, transportation services, etc.

Similarly, we will estimate indirect impacts based on local purchases made by the users of the river system located within the Port's jurisdictional boundaries. These local purchases, which are developed through the interview process, are converted into indirect jobs using the US Bureau of Economic Analysis RIMS II data that will be developed for the Cincinnati regional economy.

State, local and federal tax impacts will also be estimated using data from the Tax Foundation.

In addition to the baseline economic impacts of the Greater Port of Cincinnati, Martin Associates will also develop an economic impact model that will provide a tool to assess the impacts of increased river traffic, by type of traffic, the impact of restrictions on river traffic and the evaluation of alternative commercial/industrial uses of Riverfront property.

The cargo and activity projections developed in the following task will be used in the resulting economic model to develop projected economic impacts of future river system activity.

Task 2: Assess the Marine Cargo Market and Logistics Markets in which the Waterfront Industries Compete

The task consists of several subtasks, including a review of current and past market studies conducted by the Port of Greater Cincinnati regarding market analysis and planning. We will also identify and interview barge operators currently calling or previously calling the terminals within the Port's jurisdiction, and further identify current and past shippers/consignees using the facilities.

Subtask 2.1 Profile Current River Traffic

From the cargo side, this will involve the analysis of the historical, current and future marine cargo markets in driving barge traffic along the River system, and will draw on the current planning efforts at the City of Cincinnati as well as other regional planning and economic development data and agencies. In addition, this effort will require primary research as well. The industrial and commercial markets driving non-maritime uses along the water front will also be assessed, to determine future uses of the non marine cargo related properties.

Commercial/industrial cargo activity will be developed based on a review of historical activity, published projections of the industries associated with the users of the industrial cargo moving on the River system, and the results of interviews with the industrial users, conducted as part of Task 1 Economic Impacts. Industry forecasts relevant to the cargo moving on the river system will be developed for such industries as the local construction industry, steel and auto industries for the Cincinnati region. Moody's Economy.com will provide the industry and population projections to Martin Associates for use in developing the cargo forecasts.

Subtask 2.2 Identify Potential Cargo/Logistics Markets

In this subtask, Martin Associates will identify potential cargo markets that could be served by barge activity. This will include an assessment of the current flows to and from the region by existing industries, whether by truck, rail or barge. We would suggest using the Transearch data base to profile the baseline flows by truck (we have included a cost allocation based on a quote for this data from Transearch). For rail moves to and from the region, we would use the Surface Transportation Board's 1% Waybill Sample, which will provide origin/destination moves by commodity to and from counties within the Port's jurisdiction.

Martin Associates will analyze the truck and rail flows and identify the key shippers/consignees associated with these moves. We will develop a total logistics cost for the key moves that appear to offer potential for diversion to barge. In addition, focus will be on heavy weight and dimensional cargo that moves to and from the region by rail or truck that could potentially be diverted to river transportation. This will include an understanding of the over the road weight and clearance constraints under which this cargo currently moves.

The competitive logistics costs will be used to identify where river transportation could provide a cost effective alternate routing. We will review these potential opportunities along with the results of the interviews we will conduct with current barge operations, local logistics providers, and shippers/consignees.

Subtask 2.3 Develop a Targeted Marketing Program for Cargo

Based on the results of the previous subtask, Martin Associates will identify specific opportunities for increased river usage, and provide the Port with “hot buttons” tailored to the potential users that can be used in formulating marketing calls to the potential users.

PHASE II:

Task 1: Assess the Potential to Develop an Inland Port/Logistics Center

In addition to assessing the potential market for river cargo, Martin Associates will also assess the economic feasibility of establishing an inland logistics center within the Port’s jurisdiction. This will include the assessment of international cargo moving by deep sea ports into the Cincinnati area, as well as a review of inland rail and truck moves to and from the area. We will also use Martin Associates internal data base that identifies the location of distribution centers in the region, by company and operator, and determine if there exists the potential to consolidate smaller DC operations into a logistics center footprint. This will include an assessment of available land parcels with rail/Intermodal Container Transfer Facility (ICTF) access.

Interviews with existing local distribution centers will identify current sourcing and markets served by these DC’s and the potential economies that could be achieved by locating an import distribution center in the Port jurisdiction, similar to the Rickenbacker Global Logistics Park.

Task 2: Assess Industrial/Commercial Markets

We will also discuss development trends with commercial property developers. Martin Associates will assess the industrial and commercial markets driving the non-maritime uses along the waterfront within the Port’s jurisdiction. Martin Associates will review land absorption rates by type of activity as published by national and regional real estate developers, in particular such real estate developers as Colliers and CB Richard Ellis. As part of the economic impact analysis of the non-maritime waterfront users, Martin Associates will interview the current industrial and commercial users of the river front to determine expansion plans, as well as the City and other local and regional economic development agencies.

Task 3: Identify Infrastructure Needs and the Role for the Port of Greater Cincinnati Development Authority

Based on the above market analysis, the project team will assess the current infrastructure (land, highway, rail and river terminal capacity). We will identify current constraints, if they exist, and further identify if there appears to be a role for public-private partnership development, with the Port of Greater Cincinnati Development Authority as the lead agency.

Schedule, Deliverables and Cost

Phase I and II outlined in this scope would require about a 4-5 month period of performance. The total cost of both phases is \$175,000 as detailed below.

PHASE I:

Deliverables:

- Economic impact report - Microsoft Word (6-8 weeks after Phase I NTP);
- PowerPoint presentation (12 weeks after Phase I NTP):
 - Baseline waterborne cargo flow analysis (historical and forecast);
 - Baseline truck and rail flow analysis;
 - Identification of potential barge markets based on competitive logistics cost analysis; and
 - Identification of specific waterborne cargo opportunities and supporting data to be tailored to each potential user/industry (mini PowerPoint presentations can be tailored to specific industries for marketing purposes).

The cost of Phase I is \$115,000. This includes \$20,000 cost for Transearch data. Any additional data needs would need to be purchased separately.

Addendum Modification, March 3, 2013: The additional cost to incorporate Northern Kentucky - analyze flows, conduct interviews and perform logistics cost analysis- is \$18,000 and would require two additional weeks.

PHASE II:

Deliverables:

- PowerPoint presentation (6-8 weeks after Phase II NTP):
 - Assessment/analysis of international cargo destined to the Greater Cincinnati region;
 - Assessment/analysis of current Distribution Center (DC) activity in Greater Cincinnati
 - Identification of trends in commercial/industrial real estate of the Greater Cincinnati region and competing regions;
 - Assessment of current infrastructure and identification of capacity; and
 - Identification of potential Public-Private Partnership development opportunities.

The cost of Phase II is \$60,000.

Acknowledgement of Acceptance

Martin Associates is available to start on Phase I immediately after the NTP from the Port of Greater Cincinnati Development Authority.

We request a 20% payment (of Phase I) at the beginning of the study/NTP, with the balance being billed monthly based on completion of work over each monthly period.

Please indicate your acceptance to this study by signing where indicated.

Accepted:

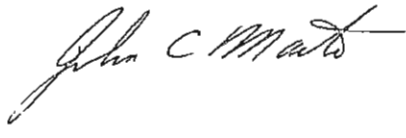


Port of Greater Cincinnati
Development Authority

Date:

3/8/13

Accepted:



John C. Martin, PhD

Date: December 3, 2012

Queensgate Tax Increment Financing (TIF) Plan

District #1 - The Queensgate District

Location

The Queensgate Tax Increment Financing (TIF) District is located immediately to the west of the Downtown South/Riverfront TIF District and its approximate boundaries are the Ohio River to the south, Central Avenue to the east, the Mill Creek to the west and W. Sixth Street to the north. It is 291 acres in size.

Existing Plans for the District

Existing plans should be used as a general guide for the development and redevelopment of the TIF District. However, as development, redevelopment, market forces, economies, demographics and engineering technologies change over the life of the District, the recommendations of the existing plans, the purposes of this TIF Plan, and the anticipated projects and spending should be modified as necessary in order to carry out the general public purpose of improving the District to stimulate private investment.

Queensgate South Urban Renewal Plan (1995): The ultimate goal of the Queensgate South Urban Renewal Plan is to promote the growth and establishment of companies within the renewal area in order to provide employment opportunities to the people of Cincinnati. It is designed to facilitate the accumulation of property for the relocation of the produce industry from Riverfront West. The Urban Renewal Plan calls for the aggregation of land through the relocation of the scrap metal recovery dealers and the reclamation of their sites. The goal of the plan is to retain the produce industry jobs in the City and aid in the development of Queensgate South for future industrial development.

There are two possible relocation or redevelopment sites with a total of approximately 80 acres namely the 34 acres occupied by the scrap recovery business and the 45 acres along the Sixth Street viaduct. Other redevelopment opportunity sites noted in the plan are vacant sites within the study area and several structures that are identified as blighted or contributing to blight. The plan also suggests improvements to roadways in a deteriorating state such as Mehring Way and Freeman Avenue, removal of the inactive Norfolk Southern rail line located in the roadway and measures to improve traffic circulation in the area to encourage the redevelopment and improvement of the existing industrially zoned property. According to the plan, the currently underutilized historic Longworth Hall complex should be decked with parking above flood zone and be topped with office and retail facilities.

Purpose of the District

General Purpose

The Ohio Revised Code provides for the creation of "Incentive Districts," commonly known as TIF districts, which allow the City to capture payments in lieu of taxes based on the increased improvement value of real property in the district. Those funds, commonly known as the increment, are then used to make public infrastructure improvements and housing renovations in the district in order to stimulate private investment. Central to the success of this tool is the notion that specific public investments will improve the overall climate for development and stimulate increased private investment. Given that the increment represents payments in lieu of taxes, additional development incentives that include abatement of property taxes are not advised as they will decrease the amount of increment available to the district as a whole while benefiting a single project.

The use of TIF in the Queensgate area would aid in the development and redevelopment of this very undervalued, underutilized property. This area has previously been designated as district #2 in the Strategic Program for Urban Redevelopment (SPUR). The property in the Queensgate District is currently a conglomeration of manufacturing, light industrial, scrap yard and transportation uses, parking lots, and vacant land. Future development in the district would benefit from public infrastructure improvement. The proposed life of the District shall be as set forth in the ordinance creating the Districts.

Increment generated from this district is anticipated to be spent entirely (100%) on public infrastructure improvements. None (0%) of the increment is anticipated to be used for housing renovations.

Qualifying Projects

Qualifying public infrastructure improvements include, but are not limited to public roads and highways; water and sewer lines; environmental remediation; land acquisition, including acquisition in aid of industry, commerce, distribution, or research; demolition, including demolition on private property when determined to be necessary for economic development purposes; stormwater and flood remediation projects, including such projects on private property when determined to be necessary for public health, safety and welfare; the provision of gas, electric, and communications service facilities; and the enhancement of public waterways through improvements that allow for greater public access. [ORC 5709.40-A (7)]

Qualifying housing renovation projects carried out for residential purposes include development activities undertaken on one or more parcels, including, but not limited to construction, expansion or alteration of buildings or structures, demolition, remediation, site development, or any building or structure that results from those activities. [ORC 5709.40-A (6)]

Qualification of the District

This district qualifies under one or more of the distress characteristics given in the Ohio Revised Code 5709.40-A (5) (a-g) as follows:

- 62% of its households have an annual income that is less than 80% of the area's median annual income of \$23,594 [5709.40-A (5) (a)]
- 29% of its households are living below the poverty level [5709.40-A (5) (c)]
- The average rate of unemployment in the district is 5% [5709.40-A (5) (b)]

Base Value of the District

The total market value of all parcels in the Queensgate District plus all "parent parcels" is **\$46,855,310**. Approximately \$8,000,000 of the total value is abated through Enterprise Zone abatements. All existing abatements are anticipated to expire by 2008.

Parcel Enumeration

It should be assumed that any projects previously created under ORC 5709-40-B, "Project-based TIF," should not be included within this incentive district.

For a full enumeration, please see the attached list.

EMERGENCY
City of Cincinnati
An Ordinance No. 411

J.F.L.
-2002

CREATING the "District 1-Queensgate South/SPUR District Incentive District" pursuant to Ohio Revised Code Section 5709.40 (C) as delineated and specified in Exhibit A, declaring improvements to parcels within the district to be a public purpose and exempt from taxation and designating the "public infrastructure improvements" made (or to be made) that benefit or serve parcels in the district.

WHEREAS, the "Queensgate South/SPUR District Increment Financing (TIF) Plan", is attached hereto, marked Exhibit A, and incorporated by reference to this Ordinance; and

WHEREAS, Ohio Revised Code Section 5709.40 (A) (4) and (7) defines certain terms as follows:

1. "Improvement" means the increase in the assessed value of any parcel of real property that would first appear on the tax list and duplicate of real and public utility property after the effective date of an ordinance adopted under this section were it not for the exemption granted by that ordinance. "Improvement" does not include a public infrastructure improvement.
2. "Public infrastructure improvement" includes, but is not limited to, public roads and highways; water and sewer lines; environmental remediation; land acquisition, including acquisition in aid of industry, commerce, distribution, or research; demolition, including demolition on private property when determined to be necessary for economic development purposes; stormwater and flood remediation projects, including such projects on private property when determined to be necessary for public health, safety, and welfare; the provision of gas, electric, and communications service facilities; and the enhancement of public waterways through improvements that allow for greater public access.

WHEREAS, the City Manager will provide City Council with an annual report setting forth the amount of revenue generated in the incentive district and the amount of expenditures; and

WHEREAS, the Board of Education of the City School District of the City of Cincinnati by agreement with the City of Cincinnati in Section II (B) has approved tax exemption percentage of 100% and periods not to exceed thirty years and waived any of the statutory notification requirements for tax increment districts; and

WHEREAS, Council hereby finds that it is a proper public purpose and in the best interest of the city to create this incentive district; now, therefore,

BE IT ORDAINED by the Council of the City of Cincinnati, State of Ohio:

Section 1. That Council finds and determines that the area delineated and specified in Exhibit A hereto is not more than three hundred acres in size, is enclosed by a continuous boundary, and has the following distress characteristics:

- 62% of its households have an annual income that is less than 80% of the area's median annual income of \$23,594.
ORC §5709.40-A(5)(a);
- 29% of its households are living below the poverty level.
ORC §5709.40-A(5)(c); and
- The average rate of unemployment in the district is 5%.
ORC §5709.40-A(5)(b).

Section 2. That the "District 1-Queensgate South SPUR District Incentive District" is hereby created pursuant to Ohio Revised Code Section 5709.40 (C) as delineated and specified in Exhibit A hereto.

Section 3. That Council hereby declares improvements to parcels within the district to be a public purpose and exempt from taxation for the time and in the amount set forth in Section 4 hereof.

Section 4. That the district shall have a life of, and parcels within the district shall be exempt from taxation for a period of, 30 years commencing with tax year 2003 and ending with tax year 2032. One hundred percent (100%) of improvements to parcels within the district shall be exempt from taxation for the life of the district.

Section 5. That Council hereby designates the public infrastructure improvements identified in Exhibit A, "Qualifying Projects", attached hereto and made a part hereof, the "public infrastructure improvements" made (or to be made) that benefit or serve parcels in the district.

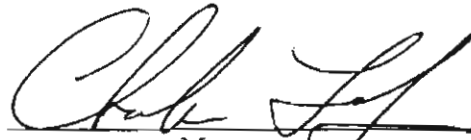
Section 6. That the payments in lieu of taxes provided for in Section 5709.42 shall be paid to the county treasurer.

Section 7. That the proper city officials are hereby authorized to do all things necessary and proper to carry out sections 1 through 6 above, including but not limited to filing any required

applications for tax exemption with the Hamilton County Auditor and/or State Tax Commissioner.

Section 8. That this ordinance is hereby declared to be an emergency measure necessary for the immediate preservation of the public peace, welfare and safety and shall, subject to the terms of Article II, Section 6 of the Charter, be effective immediately. The reason for the emergency is the immediate need to create the Tax Incentive District and declare the improvements to parcels within the district to be a public purpose and exempt from taxation prior to January 1, 2003.







Passed: December 18 2002


Mayor

Attested: 
Clerk

TIF District 1 Queensgate South SPUR District

Legend

-  Boundary
-  Parcels
-  Buildings
-  Pavement
-  Railroad
-  River



400 0 400 800 Feet

Prepared November 2002

This map was created using the CAGIS System. The City of Cincinnati, Hamilton County, or the Cincinnati Area Geographic Information System do not assume any legal responsibilities for the information contained in this map. Users noting errors or omissions are encouraged to contact CAGIS.



ATTACHMENT 5

Letters of Commitment from Assessment Coalition Members



January 14, 2014

Ms. Laura Brunner
President & Chief Executive Officer
Port of Greater Cincinnati Development Authority
299 East Sixth Street, Suite 2A
Cincinnati, Ohio 45202

Re: Coalition Community-Wide Brownfield Assessment Grant

Dear Ms. Brunner:

The City of Cincinnati is pleased to join the Port of Greater Cincinnati Development Authority (Port Authority) and Hamilton County in a Coalition Community-Wide Assessment Grant proposal to the U.S. Environmental Protection Agency (EPA). As the lead applicant, the Port Authority will request \$600,000 to fund assessments and remedial planning of brownfield sites.

Funds will be targeted in the South Mill Creek industrial corridor, as recommended in the Growth and Opportunity (GO) Cincinnati study. The long-term strategy of the Coalition is to re-industrialize and modernize approximately 250-acres within these aged, transportation and manufacturing neighborhoods. Environmental assessments and remedial planning will help to remove health and safety threats and catalyze additional redevelopment and reinvestment in the surrounding area.

Once the grant is awarded, the City of Cincinnati agrees to enter into a Memorandum of Agreement with the Port Authority and Hamilton County to document the site selection process and the distribution of funds. The City of Cincinnati will actively participate in the implementation of the assessment grant and will provide in-kind support to the Port Authority, including:

Activity	Hours per Month (approx)
Project Planning	20
Site Selection	10
Reuse Planning	20

The City's efforts will be led by Sam Stephens, Senior Development Officer with the Department of Trade & Development, and Diana Christy, Environmental Compliance Specialist with the Office of Environment & Sustainability. On behalf of the City of Cincinnati, we pledge our support to the Coalition.

Sincerely,

A handwritten signature in blue ink, appearing to read "Scott C. Stiles".

Scott C. Stiles
Interim City Manager



Hamilton County

Board of Commissioners

Greg Hartmann
Chris Monzel
Todd Portune

County Administrator

County Administration Building, Room 603
138 East Court Street, Cincinnati, Ohio 45202-1226
Phone (513) 946-4400
Fax (513) 946-4444
www.hamiltoncountyoohio.gov

County Administrator

Christian Sigman
Phone (513) 946-4420

January 2, 2014

Laura Brunner
President
Port of Greater Cincinnati Development Authority
299 East Sixth Street, Suite 2A
Cincinnati, OH 45202

Dear Ms. Brunner:

Hamilton County agrees to form a coalition with the Port of Greater Cincinnati Development Authority and the City of Cincinnati for the purpose of submitting an application for a Fiscal Year 2014 U.S. Environmental Protection Agency (EPA) Brownfield Assessment Grant. The application will request \$600,000 to perform assessments of hazardous substance and petroleum contaminated properties within the City of Cincinnati and Hamilton County.

If the grant is awarded, Hamilton County agrees to enter into a Memorandum of Agreement with the Port of Greater Cincinnati Development Authority and the City of Cincinnati that will document the site selection process, the distribution of funds, and the mechanisms for implementing the assessment work, as required by U.S. EPA. Hamilton County will actively participate in the successful implementation of the assessment grant and will support the Port of Greater Cincinnati Development Authority, as the grant recipient in administering the grant.

Sincerely,

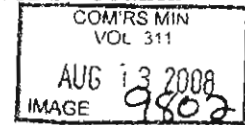
A handwritten signature in blue ink that reads "Christian Sigman".

Christian Sigman
County Administrator

ORIGINAL CONTRACT
RETURN TO FINANCE DEPT

85x 0014

Final as Approved by Council



Amended and Restated
Agreement for the Creation of a Port Authority

The City of Cincinnati, an Ohio political subdivision and municipal corporation (the "City") and the County of Hamilton, an Ohio county and political subdivision (the "County"), enter into this Amended and Restated Agreement for the Creation of a Port Authority (the "Restated Port Agreement") in order to amend, remove restrictions from and restate that certain Agreement for the Creation of The Port of Greater Cincinnati Development Authority between the City and the County that went into effect in 2000 (the "Original Port Agreement" which, as amended and restated hereby and as the same may be further amended, supplemented or superseded in writing by the parties hereto, is referred to herein as the "Agreement").

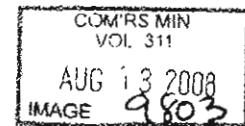
Recitals

A. Pursuant to Ohio Revised Code Sections 4582.21 through 4582.59 (as amended from time to time, the "Port Act") and Ordinance No. 365-2000 passed by Cincinnati City Council ("Council") on October 4, 2000, a Resolution duly adopted by the Board of County Commissioners ("BOCC") of the County and the Original Port Agreement (collectively, the "Formative Documents"), the City and the County acted jointly to (1) create the Port of Greater Cincinnati Development Authority (the "Port Authority"), (2) dissolve the entity known as the "Port Authority for Brownfields Redevelopment in Cincinnati and Hamilton County" and transfer the assets and liabilities of that "Brownfields Authority" to the Port Authority, (3) generally limit and restrict the authority and powers of the Port Authority to "Banks Redevelopment" and "Brownfields Redevelopment" as and to the extent, and as defined in, the Original Port Agreement, and (4) provide for the intended City and County funding levels for the operations of the Port Authority for an initial period.

B. At the request of the Port Authority, the City (pursuant to Ordinance No. 270-2008 passed by Council on August 6, 2008) and the County (pursuant to a Resolution adopted by the BOCC on August __, 2008) have each authorized the execution and delivery of this Restated Port Agreement in order to amend and restate the Original Port Agreement and, among other things, to thereby: (1) pursuant to Revised Code Section 4582.22, grant to the Port Authority substantially all additional powers permitted under the Port Act by the removal of substantially all of the limitations and restrictions on those powers contained in the Original Port Agreement, (2) pursuant to Revised Code Section 4582.27, change the number of directors comprising the board of directors of the Port Authority, with such changes and the transition thereto to be accomplished, effective as of the Board Transition Time (defined in Section 1 hereof), in accordance with Sections 1 and 4 hereof, and (3) establish anticipated funding levels for Port Authority operations.

NOW, THEREFORE, in consideration of the mutual promises and agreements herein, the City and the County covenant and agree with each other as follows:

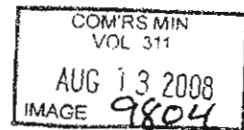
Section 1. *Effective Date; Board Transition Time; Effect of Restated Port Agreement; Continuity of Agreement.* This Restated Port Agreement shall go into effect on and have prospective application from and after the date on which it has been executed by both the City and the County (the date on which the second of them signs this Restated Port Agreement is referred to herein as the "Effective Date"); provided, that the changes in the board of directors to



be implemented pursuant to Section 4 of this Restated Port Agreement shall take effect in accordance with that Section 4 and those changes and the transition contemplated by that Section 4 shall be completed, and shall take full effect, upon the convening of the Board Reorganization Meeting required by Section 4.F hereof, with a quorum in attendance as required thereby (herein, the "Board Transition Time"). The Original Port Agreement shall remain in full force and effect until this Restated Port Agreement goes into effect on the Effective Date; provided, that the provisions of section 4 of the Original Port Agreement pertaining to the terms of and appointments to the board of directors of the Port Authority shall remain in effect thereafter until the Board Transition Time. The existing board of directors of the Port Authority established under Section 4 of the Original Port Agreement ("Existing Board") is hereby confirmed as the board of directors of the Port Authority until the Board Transition Time with all rights, powers and privileges appertaining thereto (including with respect to the additional powers and jurisdiction granted to the Port Authority under this Restated Port Agreement), and all directors appointed to the Existing Board, and all actions heretofore or hereafter (until the Board Transition Time) taken by the Existing Board and by those directors, in their official capacities on behalf of the Port Authority, are hereby approved. As of the Effective Date, the Original Port Agreement shall be amended and restated hereby so that: (i) from and after the Effective Date, each and every provision of the Original Port Agreement other than Section 4 thereof that would otherwise have continuing applicability is and shall be deleted from the Agreement and those provisions shall be replaced by the provisions of this Restated Port Agreement, and thereafter such deleted and replaced provisions of the Original Port Agreement will be of no further force or effect, (ii) from and after the Effective Date all of the restrictions and limitations on the powers or jurisdiction of the Port Authority imposed by the Original Port Agreement, except to the extent that any restrictions or limitations are expressly set forth in this Restated Port Agreement, shall be and hereby are removed and the City, through the Council ordinance approving this Restated Port Agreement, and the County, through the BOCC resolution approving this Restated Port Agreement, hereby grant to the Port Authority, from and after the Effective Date, all of the additional powers and jurisdiction permitted under Ohio law, without any restrictions or limitations whatsoever, except as are expressly set forth in this Restated Port Agreement, (iii) from and after the Effective Date and until the Board Transition Time the provisions of section 4 of the Original Port Agreement pertaining to the terms of and appointments to the board of directors of the Port Authority shall remain in effect but shall be subject to the implementation of the changes in the board of directors to be implemented pursuant to Section 4 hereof, and (iv) from and after the Board Transition Time, each and every provision of section 4 of the Original Port Agreement is and shall be deleted from the Agreement and will be of no further force or effect.

Section 2. *Creation and Existence of Port Authority.* Pursuant to the Port Act, particularly Ohio Revised Code Section 4582.22, the City and County have by the Formative Documents created the Port Authority and by this Restated Port Agreement acknowledge and confirm the continued existence of the Port Authority pursuant to and throughout the term of the Agreement.

Section 3. *Jurisdiction and Powers of the Port Authority.* The general jurisdiction of the Port Authority shall include (i) all of the territory (whether incorporated or unincorporated) within the boundaries of Hamilton County, Ohio, as the same now or hereafter from time to time exist, (ii) any and all portions of the incorporated territory of the City of Cincinnati that are, now or hereafter, outside of the territorial boundaries of the County and (iii) any other territory now or hereafter included within the jurisdiction of the Port Authority pursuant to the Port Act. The Port



Authority shall be a body corporate and politic and shall have and may exercise, whether within or without the City or the County and without any implied limitation hereunder, all of the powers and jurisdiction now or hereafter given to it by or pursuant to the Port Act or other applicable Ohio law, as the same may be expanded or limited by changes in Ohio law or by subsequent written amendment of or supplement to the Agreement, except only to the extent expressly set forth in this Restated Port Agreement. The exercise of its powers and jurisdiction by the Port Authority shall be deemed to be an essential governmental function of the State of Ohio.

Section 4. *The Port Authority Board of Directors.* As of the Board Transition Time, pursuant to Ohio Revised Code Section 4582.27, the number of directors comprising the board of directors of the Port Authority (the "Board") shall be and is hereby changed from eighteen (18) to ten (10) directors, of which five (5) shall be appointed by the Mayor of the City, with the advice and consent of Council, and five (5) shall be appointed by the BOCC, it being intended that, in addition to any other legal requirements, those directors will have an expressed interest in, and a business, employment or other background reasonably anticipated to provide expertise relevant to, promoting economic development and redevelopment within the jurisdiction of the Port Authority. This change in the number of directors comprising the Board, and the transition from the Existing Board to the initial Board appointed pursuant to this Section 4, shall be accomplished as follows:

A. Two of the director positions initially filled by appointment by the Mayor and two of the director positions initially filled by appointment by the BOCC pursuant to each of the Sections 4.A, 4.B and 4.C of the Original Port Agreement are hereby eliminated.

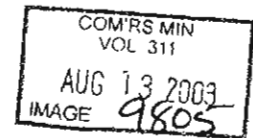
B. The Mayor (with the advice and consent of Council) and the BOCC shall each appoint one director to serve on the Board for the remainder of the unexpired term of one of the directors appointed or reappointed by each to the position initially filled pursuant to Section 4.A of the Original Port Agreement (which term is currently scheduled to expire in 2009).

C. The Mayor (with the advice and consent of Council) and the BOCC shall each appoint one director to serve on the Board for the remainder of the unexpired term of one of the directors appointed or reappointed by each to the position initially filled pursuant to Section 4.B of the Original Port Agreement (which term is currently scheduled to expire in 2010).

D. The Mayor (with the advice and consent of Council) and the BOCC shall each appoint one director to serve on the Board for the remainder of the unexpired term of one of the directors appointed or reappointed by each to the position initially filled pursuant to Section 4.C of the Original Port Agreement (which term is currently scheduled to expire in 2011).

E. Four new director positions are hereby created on the Board, with the terms of the directors first appointed to those positions on the Board to expire in 2012; two of those directors shall be appointed by the Mayor, with the advice and consent of Council, with an initial term expiring on December 31, 2012; and two of those directors shall be appointed by the BOCC, with an initial term expiring on November 6, 2012.

F. On a day and at a time determined by the Chair of the Existing Board, in consultation with the President of the Port Authority, which day shall be not more than thirty (30) days after the later of (i) the date of adoption of a resolution of the BOCC appointing the last of the five BOCC appointments to the Board and (ii) the effective date of the consent by Council to the last of the five mayoral appointments to the Board, the Secretary or other appropriate officer of the Port Authority shall call an organizational meeting of the Board ("Board Reorganization



Meeting") in accordance with all legal requirements. Upon the convening of the Board Reorganization Meeting, with a quorum of the Board in attendance, the Board and the directors appointed pursuant to this Section shall succeed to all rights and powers of the Existing Board and the directors appointed thereto, and the Existing Board shall cease to exist and all terms of appointment of the directors appointed to the Existing Board shall forthwith terminate. At the Board Reorganization Meeting, the Board shall elect from its members a Chair and a Vice Chair, shall designate the Secretary (which may, but need not be, a director) and any Assistant Secretaries in accordance with the Bylaws adopted by the Existing Board, shall establish the regular meeting dates of the Board for the remainder of the current year, and shall conduct such other business of the Port Authority as shall be properly before the Board at that time.

Upon the expiration of the term of any incumbent member of the Board, and if any position on the Board shall become vacant for any reason, that position on the Board shall be filled by the appointing authority that appointed the incumbent or predecessor member, and in the same manner that the incumbent or predecessor was appointed. All directors so appointed shall serve for a term of four years, except that any person appointed to fill a vacancy shall serve only for the unexpired term. Any member of the Board shall continue in office subsequent to the expiration date of the member's term until the member's successor takes office. A member of the Board is eligible for reappointment without limitation. Each member of the Board shall serve without compensation, but may receive reimbursement for the member's reasonable expenses incurred in the performance of the duties of the member. No member appointed to the Board shall hold any other public office or employment except that of Notary Public, member of the State Militia or member of a reserve component of the United States Armed Forces; provided, that employment in a public school system or other educational institution shall not be a violation of this section. No member of the Board shall be interested in the profits or emoluments of any contract, job, work or service of the Port Authority, other than as permitted by Ohio law. Any member of the Board may be removed by that member's appointing authority for misfeasance, nonfeasance or malfeasance in office.

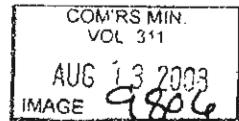
Section 5. *Requirements of the Port Authority.*

A. The Port Authority shall provide advance written notice and invitation to attend all meetings of the Board to individuals designated by either the Mayor or City Manager of the City or by the BOCC President or the County Administrator of the County.

B. The Port Authority shall report no less than annually to, and shall file its biennial report (if any) with, the City and the County on matters pertaining to its development and redevelopment activities, projects and programs, including information with respect to completion of projects or phases of projects, completed economic development financing activities, and the economic impact of completed projects and development financing activities, including economic inclusion results.

C. The Port Authority shall establish policies (no less than the City's own minimum standards as determined by the Board) that stimulate economic inclusion and ensure an equal opportunity to participate in Port Authority projects among all ages, races, and genders in all aspects, including in design, construction, execution, and operation.

D. The Port Authority may appoint such community advisory committees as it deems appropriate.



E. Before exercising the power of eminent domain, the Port Authority shall obtain the approval of (i) Council if the subject property is, in whole or in part, within the incorporated territory of the City or (ii) the BOCC if the property is, in whole or in part, within the boundaries of the County but entirely outside of the incorporated territory of the City; provided, that sixty (60) days after delivery of an adopted Board resolution requesting any such approval to the City (to the Manager) or the County (to the Administrator), the approval shall be deemed granted if not denied.

Section 6. In order to provide funding to carry out the activities, projects and programs of the Port Authority pursuant to the Agreement, the City and the County agree to provide in calendar year 2008, and agree to provide, subject to annual appropriation by the Council or the BOCC, as applicable, in subsequent years during the term of the Agreement, not later than May 1 of the applicable year, \$350,000 (to provide a total of \$700,000) to the Port Authority in each of those years. The amounts provided to the Port Authority by the City and the County pursuant to this Section 6 shall be used by the Port Authority for the operating expenses of the Port Authority as authorized by the Board and for any activities, projects and programs of the Port Authority that the Board deems appropriate, consistent with the Port Act and this Restated Port Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Amended and Restated Agreement for the Creation of a Port Authority to be executed on the dates stated below:

Recommended for City by:

William B. White
Director of Economic Development

CITY OF CINCINNATI, OHIO

By: *Milton DeHoney Jr*

Approved as to Form for City by:

Stephen J. Fagel
Asst. City Solicitor

Milton DeHoney Jr
City Manager

Date: *August 28*, 2008

Recommended for County by:

Patrick Thompson
County Administrator

COUNTY OF HAMILTON, OHIO

By: *[Signature]*
President, Board of County Commissioners

Approved as to Form for County by:

Prosecuting Attorney

And by: *[Signature]*
County Commissioner

And by: _____
County Commissioner

Date: *Aug 13*, 2008



Hamilton County

Board of County Commissioners

Todd Portune
President of the Board
Phone (513) 946-4401
Fax (513) 946-4446

David Pepper
Vice President
Phone (513) 946-4409
Fax (513) 946-4407

Pat DeWine
Phone (513) 946-4405
Fax (513) 946-4404

Room 603
County Administration Building
138 East Court Street
Cincinnati, Ohio 45202

TDD/TTY: (513) 946-4719
www.hamiltoncountyohio.gov

Patrick Thompson
Administrator
Phone (513) 946-4420
Fax (513) 946-4444

Jacqueline Panioto
Clerk of the Board
Phone (513) 946-4414
Fax (513) 946-4444

September 22, 2008

Ms. Kim Satzger
Port Authority
1014 Vine Street, Suite 1440
Cincinnati, Ohio 45202

Dear Ms. Satzger:

The Board of County Commissioners, at its meeting on September 10, 2008 adopted a resolution authorizing an amendment to Section 5(E) of the amended and restated agreement for the creation of the Port Authority.

I am enclosing a certified copy of said resolution for your records.

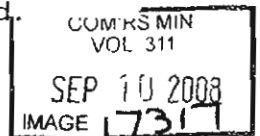
Very truly yours,

A handwritten signature in cursive script that reads "Jacqueline Panioto".

Jacqueline Panioto, Clerk
Board of County Commissioners
Hamilton County, Ohio

Enclosure
JP/das

On motion of Mr. Pepper, seconded by Mr. Portune the resolution was adopted.



15-2
K. Satzger

RESOLUTION AUTHORIZING AN AMENDMENT TO SECTION 5(E)
OF THE AMENDED & RESTATED AGREEMENT FOR
THE CREATION OF THE PORT AUTHORITY

BY THE BOARD:

WHEREAS, a Resolution Authorizing the Amended & Restated Agreement for the Creation of a Port Authority was previously adopted by the Board on August 13, 2008 as recorded at Vol 311, Image 9799-9798; and

WHEREAS, the City and County have agreed to amend Section 5(E) of said Agreement; now, therefore;

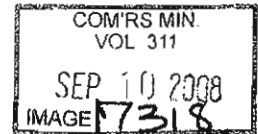
BE IT RESOLVED by the Board of Commissioners of Hamilton County, Ohio that the County Administrator is authorized and directed to execute an amendment to Section 5(E) of the current Amended and Restated Agreement for the Creation of a Port Authority to read as follows:

"Before exercising the power of eminent domain, the Port Authority shall obtain the approval of (i) Council if the subject property is, in whole or part, within the incorporated territory of the City or (ii) the BOCC if the property is, in whole or part, within the boundaries of the County but entirely outside of the incorporated territory of the City. The City or County shall respond to the Port Authority Board request within sixty days. If not affirmatively approved by the Council or BOCC within sixty days after delivery of an adopted Board resolution requesting any such approval, the request shall be deemed denied."

BE IT FURTHER RESOLVED that the Clerk of the Board be and hereby is authorized and directed to certify copies of this resolution to Kim Satzger, President of the Port Authority and the City of Cincinnati's Clerk of Council.

ADOPTED at a regularly adjourned meeting of the Board of Commissioners of Hamilton County, Ohio, this 10th day of September, 2009.

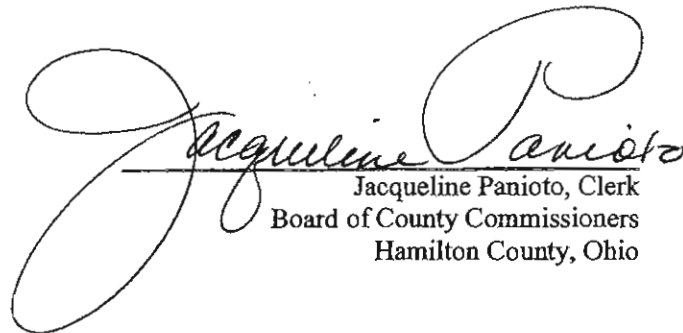
Mr. DeWine YES Mr. Pepper YES Mr. Portune YES



CERTIFICATE OF CLERK

IT IS HEREBY CERTIFIED that the foregoing is a true and correct transcript of a resolution adopted by the Board of Commissioners of Hamilton County, Ohio, in session the 10th day of September, 2008.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Official Seal of the Office of the Board of Commissioners of Hamilton County, Ohio the 10th day of September, 2008.



Jacqueline Panioto, Clerk
Board of County Commissioners
Hamilton County, Ohio

SJR
JPC/KAH

RESOLUTION NO. 47 - 2008

EXPRESSING City Council's commitment to the success of the revised Port Authority by recommending that the City Manager amend the Amended and Restated Agreement for the Creation of a Port Authority.

WHEREAS, on August 6, 2008, Council passed Ordinance 270-2008 authorizing the City Manager to enter into an Amended and Restated Agreement for the Creation of a Port Authority (the "Agreement"); and

WHEREAS, on August 13, 2008, the City and County completed execution of the Agreement; and

WHEREAS, the Board of Commissioners for Hamilton County, Ohio is proposing to amend Section 5.E. of the Agreement regarding the exercise of eminent domain powers by the Port Authority; and

WHEREAS, City Council, in order to promote uniformity with the County in the operation of the Port, also recommends that the City agree to such an amendment; now, therefore,

BE IT RESOLVED by the Council of the City of Cincinnati, State of Ohio:

Section 1. That the City Manager of the City of Cincinnati ("City") and the Board of Commissioners of Hamilton County ("BOCC" or "County") shall amend Section 5.E. of the Amended and Restated Agreement for the Creation of a Port Authority to read as follows:

Before exercising the power of eminent domain, the Port Authority shall obtain the approval of (i) Council if the subject property is, in whole or part, within the incorporated territory of the City or (ii) the BOCC if the property is, in whole or part, within the boundaries of the County but entirely outside of the incorporated territory of the City. The City or County shall respond to the Port Authority Board request within sixty days. If not affirmatively approved by the Council or BOCC within sixty days after delivery of an adopted Board resolution requesting any such approval, the request shall be deemed denied.

Section 2. That this resolution be spread upon the minutes of Council and copies sent to the City Manager and the Hamilton County Board of County Commissioners.

Passed September 10, 2008

Attest: W. Johnson
Clerk

[Signature]
Mayor

Submitted by Councilmember John Cranley

ATTACHMENT 6

Other Factors Checklist

Appendix 3 Other Factors Checklist

Name of Applicant: Port of Greater Cincinnati Development Authority

Please identify (with an **X**) which, if any of the below items apply to your community or your project as described in your proposal. To be considered for an Other Factor, you must include the page number where each applicable factor is discussed in your proposal. EPA will verify these disclosures prior to selection and may consider this information during the selection process. If this information is not clearly discussed in your narrative proposal or in any other attachments, it will not be considered during the selection process.

	Other Factor	Page #
	Community population is 10,000 or less	
	Federally recognized Indian tribe	
	United States territory	
	Applicant will assist a Tribe or territory	
	Targeted brownfield sites are impacted by mine-scarred land	
	Targeted brownfield sites are contaminated with controlled substances	
	Recent natural disaster(s) (2006 or later) occurred within community, causing significant community economic and environmental distress	
X	Project is primarily focusing on Phase II assessments.	6
X	Applicant demonstrates firm leveraging commitments for facilitating brownfield project completion by identifying amounts and contributors of funding in the proposal and have included documentation	7
X	Community experienced manufacturing plant closure(s) (2008 or later) tied to the targeted brownfield sites or project area, including communities experiencing auto plant closures due to bankruptcy or economic disruptions.	1
X	Recent (2008 or later) significant economic disruption (<u>unrelated</u> to a natural disaster or manufacturing/auto plant closure) has occurred within community, resulting in a significant percentage loss of community jobs and tax base.	1
X	Applicant is a recipient or a core partner of a HUD-DOT-EPA Partnership for Sustainable Communities (PSC) grant that is directly tied to the project area, and can demonstrate that funding from a PSC grant has or will benefit the project area. To be considered, <u>applicant must attach documentation</u> which demonstrates this connection to a HUD-DOT-EPA PSC grant.	11 attached
	Applicant is a recipient of an EPA Brownfields Area-Wide Planning grant	
X	Community is implementing green remediation plans.	11
	Climate Change	

U.S. Department of Housing
and Urban Development

Certification of Consistency with Sustainable Communities Planning and Implementation

I certify that the proposed activities/projects in this application are consistent with the Livability Principles advanced by communities in the FY2010 Sustainable Communities Regional Planning and HUD-DOT Challenge Grants.

(Type or clearly print the following information)

Applicant Name: Port of Greater Cincinnati Development Authority in coalition with the City of Cincinnati and Hamilton County, Ohio

Name of the Federal Program to
which the applicant is applying: US EPA FY14 Brownfield Assessment Grant

Name of the Preferred Sustainable
Communities Status Community: City of Cincinnati

I further certify that:

- (1) The applicant is engaged in activities, that in consultation with the designated Point of Contact of the HUD designated Preferred Sustainability Status Communities, further the purposes of the regional planning grant program;
- (2) The applicant's proposed activities either directly reflect the Livability Principles cited and contained in HUD's General Section to the FY2011 NOFAs or will result in the delivery of services that are consistent with the goals of the Livability Principles;
- (3) The applicant has committed to maintain an on-going relationship with the HUD Preferred Sustainability Status Communities for the purposes of being part of the planning and implementation processes in the designated area.

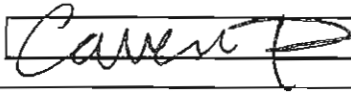
Name of the Official Authorized to Certify the Preferred
Sustainable Communities Status meets
the above criteria to receive bonus points:

Cameron Ross

Title: Senior City Planner / Sustainable Communities Grant Project Manager

Organization: City of Cincinnati, Department of Planning and Buildings

Signature:



Date 01/14/2014

(mm/dd/yyyy)

FY2010 Community Challenge/TIGER II Grant Program - Grantees

Applicant	City	State	Project
City of Santa Monica	Santa Monica	CA	Bergamot Station, Bergamot Transit Village and Mixed Use Creative District Master Plan
Community Redevelopment Agency of the City of Los Angeles	Los Angeles	CA	the NELA Collaborative: linking investments in people with place
City and County of Denver Community Planning and Development	Denver	CO	Denver TOD Strategic Implementation Program
Department of Local Affairs	Denver	CO	Colorado Sustainable Main Streets program is a burgeoning collaboration that unites public, private, nonprofit and citizen efforts to revolutionize community development and promote sustainability.
Connecticut Department of Economic and Community Development	Hartford	CT	Planning, Development, and Livability Initiatives for Connecticut's Communities along the New Haven Hartford Springfield Corridor (Phase I - New Haven and Meriden)
DC Department of Housing and Community Development	Washington	DC	Historic Anacostia Community-Led Comprehensive Revitalization Plan
City of Tampa	Tampa	FL	City of Tampa Primary Transit Corridor Master Plan
City of Augusta	Augusta	GA	Augusta Sustainable Development Implementation Program
City and County of Honolulu	Honolulu	HI	A Transit-Oriented Housing Strategy for Honolulu
South Suburban Mayors and Managers Association	East Hazel Crest	IL	Blue Print for a Green Zone: Planning for the Chicago South Suburban TOD Housing Initiative
City of Indianapolis	Indianapolis	IN	Relignite Indy - Blueprint for a More Sustainable and Livable Community
City of Covington	Covington	KY	Covington's Downtown Action Plan
City of New Orleans	New Orleans	LA	Claiborne Corridor Plan: Leveraging Infrastructure to Build Inter-Parish Access and Equity
City of Somerville, Massachusetts	Somerville	MA	Preparing for Transit in the 21st Century, Somerville, MA
Maryland-National Park and Planning Commission	Upper Marlboro	MD	Metro Green Line Transit-Oriented Development (TOD) Corridor Action Plan
City of Flint	Flint	MI	Master Plan for a Sustainable Flint
Grand Traverse County	Traverse City	MI	Grand Traverse County Master Plan and Housing Strategy
City of University City	University City	MO	Parkview Gardens: a sustainable and accessible neighborhood
City of Warrensburg	Warrensburg	MO	Highway 13/Maguire Street Corridor Study in Warrensburg, Missouri
City of Hattiesburg	Hattiesburg	MS	City of Hattiesburg MidTown Master Plan

City of Asheville	Asheville	NC	The Asheville East of the RiverWay Sustainable Neighborhood Project
City of Claremont	Claremont	NH	Comprehensive zoning analysis for city center that will identify effective zoning tools to enact sustainability practices including increased travel mode choices to expanded housing stock.
Upper Valley Lake Sunapee Regional Planning Commission	Lebanon	NH	Policy Opportunities that Cultivate Foundations for Sustainable Communities
Jersey City Redevelopment Agency	Jersey City	NJ	JCRA - Canal Crossing TIGER II / Community Challenge Planning Grant
Bernalillo County	Albuquerque	NM	Bridge Boulevard Corridor Redevelopment Plan
City of Glens Falls, New York	Glens Falls	NY	See attached narrative
City of Cincinnati	Cincinnati	OH	City of Cincinnati Unified Development Code
Mid-Ohio Regional Planning Commission	Columbus	OH	Agrarian Urbanist Overlay for Central City Redevelopment
Oklahoma City	Oklahoma City	OK	planokc will be the City of Oklahoma City's new comprehensive plan based on sustainability principles. The plan will increase transportation, housing, and employment choices throughout the city.
County of Washington DBA Washington County	Hillsboro	OR	Aloha-Reedville Study and Livable Community Plan
City of Pittsburgh	Pittsburgh	PA	Allegheny Riverfront Green Boulevard Plan
City of Providence	Providence	RI	Transportation Corridors to Livable Communities: Building Hubs for Housing, Jobs and the Arts Around Transit
City of Greenville	Greenville	SC	Connections for Sustainability: Linking Greenville's Neighborhoods to Jobs and Open Space
City of Columbia	Columbia	TN	James Campbell Corridor Plan
City of Memphis	Memphis	TN	The Aerotropolis/Lamar Corridor initiative is a planning and implementation effort to reverse significant decline and improve Livability conditions in an economically-critical area of the City.
City Of Dallas	Dallas	TX	Renewing Urban Neighborhoods - TOD Workforce Housing
North Central Texas Council of Governments	Arlington	TX	Planning for Livable Military Communities
Salt Lake City Corporation	Salt Lake City	UT	University TRAX Line Station Area Plans and Sustainable Zoning
City of Richmond	Richmond	VA	Hull Street Corridor Revitalization Plan
City of Burlington Vermont	Burlington	VT	A Land Use and Development Master Plan for the City of Burlington's Downtown and Waterfront Area.
Spokane Tribe of Indians	Wellpinit	WA	Spokane Tribal Community Master Plan and Implementation Project
Randolph County Housing Authority	Elkins	WV	Needs Assessment and Planning for Affordable Housing, Public Transit and Bike/Walk Pathways in Randolph County
City of Ranson	Ranson	WV	Ranson-Charles Town Green Corridor Revitalization